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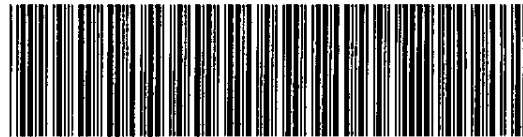
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Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
12/7/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Catholic Charities Bureau, Inc.

DOCUMENT NUMBER: 738594

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dennis E. Guidi, Esquire

(Name of Contact Person)

Ham's Guidi Rosner Dunlap + Rudolph, P.A.

(Firm/ Company)

1837 Hendricks Ave.

(Address)

Jacksonville, FL 32207

(City/ State and Zip Code)

guidi@hamsquidi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dennis E. Guidi, Esquire

(Name of Contact Person)

at (904) 398-9002

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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RESTATED ARTICLES OF INCORPORATION 2011 DEC -1 PM 4: 56

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CATHOLIC CHARITIES BUREAU, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I

1.01 **CORPORATE NAME.** The name of this corporation is:

CATHOLIC CHARITIES BUREAU, INC.

ARTICLE II

2.01 **TERMS OF EXISTENCE.** The period of the duration of the existence of this corporation will be perpetual.

ARTICLE III

3.01 **PURPOSES AND RESTRICTIONS.** The purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated exclusively for charitable, educational, religious and humanitarian purposes consistent with the requirements for qualifications as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter, "the Code"), and for such other purposes are consistent with its maintaining qualification as an exempt organization under Code section 501(c)(3).

(b) The corporation shall restrict its operations to the promotion of charitable, educational, religious and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE IV

4.01 **NONSTOCK CORPORATION**. This corporation is organized on a nonstick basis without the issuance of shares of stock evidencing ownership.

ARTICLE V

5.01 **REGISTERED OFFICE**. The Registered Office of the corporation in the state of Florida is:

*11625 Old St. Augustine Road
Jacksonville, FL 32257*

ARTICLE VI

6.01 **PRINCIPAL OFFICE**. The street address of the initial principal office of the corporation in the state of Florida is

*11625 Old St. Augustine Road
Jacksonville, Florida 32258*

ARTICLE VII

7.01 **DIRECTORS**. The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and Bylaws. The corporation shall at all times have at least three (3) directors. The directors shall be appointed and removed by the member(s).

ARTICLE VIII

8.01 **MEMBERSHIP**. This corporation shall have no less than one (1) and no more than three (3) member(s). The initial member(s) of the corporation are: Bishop Felipe J. Estévez, Bishop of the Diocese of St. Augustine; Father William Kelly, Vicar General of the Diocese of St. Augustine; and Father Michael Morgan, Chancellor of the Diocese of St. Augustine, and their successors in office.

ARTICLE IX

9.01 **DISTRIBUTION OF ASSETS UPON DISSOLUTION**. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, subject to the approval of the member(s).

ARTICLE X

10.01 **AMENDMENT**. These Articles may be amended in the manner provided by law; provided, however that any such amendment shall require the affirmative vote of the then incumbent member(s) of the Board of Directors and the approval of the member(s).

ARTICLE XI

11.01 **BYLAWS**. The initial bylaws of the corporation shall be adopted by the initial Board of Directors. The Board of Directors may change, amend, adopt or repeal the Bylaws as provided therein, subject to the approval of the member(s).

ARTICLE XII

12.01 **INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY**. This corporation shall indemnify the directors and officers of this corporation to the fullest extent permitted by applicable law. No director or officer of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XIII shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

These restated Articles of Incorporation were approved by an affirmative vote of the Board of Directors as required by the then current Articles of Incorporation and By-Laws on 9-19-11. There are no members.

Date: 9/19/11

William C. Beitz
WILLIAM C. BEITZ, SECRETARY
Catholic Charities Bureau, Inc.