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The Samaritan Center
An Episcopal Pastoral Counseling Service

FILED
97 NOV 24 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 5, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Amendments of Articles of Incorporation for EPISCOPAL PASTORAL COUNSELING SERVICE OF CLEARWATER, INC.

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*****87.50 *****87.50

Gentlemen:

Enclosed are the Articles of Amendment for a corporation now known as EPISCOPAL PASTORAL COUNSELING SERVICE OF CLEARWATER, INC., to be known as SAMARITAN COUNSELING CENTER, INC., as a result of one of the amendments to the articles of incorporation.

Enclosed is our check in the amount of \$87.50 representing the following:

Filing Fees	\$35.00
Certificated Copy of Articles of Amendment	52.50
	<u>\$87.50</u>

If you have any questions, please feel free to contact me at (813)447-4407.

Very truly yours,

David L. Field, MSE
Executive Director

Amend. & N/C

Enclosures

VS NOV 25 1997

**ARTICLES OF AMENDMENT OF
EPISCOPAL PASTORAL COUNSELING SERVICE OF CLEARWATER, INC.**

I. Item I of the Articles of Incorporation of EPISCOPAL PASTORAL COUNSELING SERVICE OF CLEARWATER, INC. (herein, "this corporation"), is amended to read in its entirety:

ITEM 1. NAME OF CORPORATION

The name of this corporation shall be Samaritan Counseling Center, Inc.

2. Paragraph (5) of Item 2 of said Articles of Incorporation is amended to read in its entirety:

ITEM 2 - GENERAL NATURE OF BUSINESS

The objects and purposes for which this corporation is formed are:

* * * * *

- (5) To promote the moral and spiritual values of the Judeo-Christian tradition.
3. Paragraph (8) of Item 2 of said Articles of Incorporation is deleted in its entirety.
4. Item 4 of said Articles of Incorporation is amended to read in its entirety:

ITEM 4 - NON-PROFIT CHARACTER OF CORPORATION

This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. Upon liquidation and dissolution of this corporation, the assets of the corporation shall be paid over and distributed to Samaritan Institute, Inc., if such corporation qualifies at that time as a "tax-exempt" organization described in Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of the United States of America. In the absence of the existence of such corporation, or if such corporation does not so qualify at that time, the residual assets of this corporation shall be turned over to one or more organizations described in Section 501(c)(3) or Section 170(c)(2) of said Internal Revenue Code or in the absence of any such organization, to the federal, state or local government to be used exclusively for public purposes.

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5. Item 9 of said Articles of Incorporation is amended to read in its entirety:

ITEM 9 - BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors. The corporation shall have not less than five (5) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than five (5). The board of directors shall be members of the corporation. The members of the board of directors shall be elected and hold office in accordance with the By-Laws.

6. Consistent with the preceding amendment to Item 9, the terms "Board of Trustees," "Trustees," and "Trustee" are amended to "Board of Directors," "Director," and "Director," respectively, in each place within Item 5, Item 8, Item 10, Item 11, and Item 13 (renumbered as Item 12 as provided below) of the Articles of Incorporation.

7. Paragraph (a) of Item 11 of said Articles of Incorporation is deleted, and said Paragraph (a) is marked "Reserved." The remainder of Item 11 shall remain unchanged.

8. Item 12 of said Articles of Incorporation is deleted.

9. Item 13 of said Articles of Incorporation is renumbered as Item 12.

10. The date of the adoption of the amendment by the membership of the Corporation was on September 24, 1997, at a regular meeting of the Board of Trustees, now to be known as the Board of Directors, of said corporation.

11. The Board is authorized by Item 11 of the Articles of Incorporation to adopt and approve these amendments. There are no officers or members of the corporation whose vote of approval is required for the approval of such amendments, except the members of the Board who were present and who voted upon such amendments.

12. The change of the name of the corporation and all other amendments to the Articles of Incorporation as set forth herein shall take effect immediately as of the date of

approval by the Board of Directors, subject to the filing of these Articles of Amendment with the Florida Department of State.

13. Neither the change of the name of the corporation nor any other amendment to the Articles of Incorporation shall affect the rights or liabilities of the corporation.

14. All provisions of the Articles of Incorporation not amended by the adoption of this resolution shall continue in full force and effect.

IN WITNESS OF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment, this _____ day of November 7, 1997.

Deborah H. Jarocki President

Jan V. Wooldridge Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DEBORAH H. JAROCKI, President, and JAN V. WOOLDRIDGE Secretary, of the above-named corporation, known to me to be the persons who executed the foregoing Articles of Amendment, and they acknowledged before me that they executed these Articles of Amendment under the authority given them by said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7 of NOVEMBER, 1997.



Notary Public

My Commission Expires: February 20, 2000