

757648

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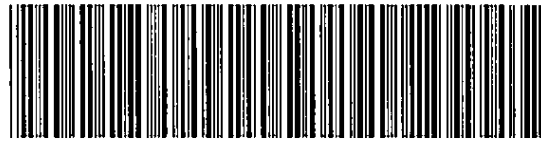
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MAY 15 2019

SECRETARY OF STATE
TALLAHASSEE, FL

2019 MAY -7 PM 3:01

FILED

Restatement of
Amended

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: COLUMBIANS INC., OF NICEVILLE-VALPARAISO, FLORIDA

DOCUMENT NUMBER: 757648

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Matthew A. French
(Name of Contact Person)

Cafe' Bienville
(Firm/ Company)

777 John Sims Pkwy East
(Address)

Niceville FL 32578
(City/ State and Zip Code)

cafebienville@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Matthew A. French at 850 419-5428
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**RESTATEMENT OF AMENDED
ARTICLES OF INCORPORATION
OF
COLUMBIANS INC., OF NICEVILLE-VALPARAISO, FLORIDA
A FLORIDA CORPORATION NOT-FOR-PROFIT**

The Restatement of the Articles of Incorporation of Columbians, Inc., of Niceville-Valparaiso, Florida, a corporation not for profit are filed with the Secretary of State of the state of Florida, pursuant to the provisions of Chapter 617 of the Florida Statutes and Florida Statute 617.1007, for the purposes stated hereinafter, the Members and Board of Directors adopt the following Restatement of the Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is: COLUMBIANS INC., of NICEVILLE-VALPARAISO, FLORIDA.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation is:
Holy Name of Jesus Catholic Church, 1200 Valparaiso Blvd., Niceville, FL 32578

ARTICLE III. PURPOSE

That the general purposes for which this corporation is organized are purposes within the meaning of Section of 501(c)(2) Internal Revenue Code (as amended) as a holding corporation for Knights of Columbus Council No. 7667, also known as Knights of Columbus Fr. Howard J. Lesch Council No. 7667, in accordance with the original founding intention at the date it was initially formed, as well as the manner in which it has operated up until this date.

ARTICLE IV. ELECTION OF DIRECTORS & OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors elected from the membership of the Corporation in the manner provided by the by-laws. The Council Grand Knight, Deputy Grand Knight and trustees shall be ex-officio members of the Board of Directors. The Board of Directors may be increased or decreased as provided by the by-laws, but in no case shall the number of directors be less than five. The directors shall hold office for a term of three years, except as the by-laws may otherwise provide. Council Officers serving as Directors ex-officio shall be Directors during their term of Council office.

The Board of Directors shall elect from their own number a President, Vice-President, Secretary, and Treasurer. A Director may hold more than one office.

SECRETARY OF STATE
TALLAHASSEE, FL

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ARTICLE V. OFFICERS

The Officers until the next election are as follows:

President

Blythe, Robert M
4090 Howard Dr
Niceville, FL 32578

Vice President

French, Matthew A
777 John Sims Parkway East
Niceville, FL 32578

Treasurer

Wagner, Kendall
121 Bermuda Cir East
Niceville, FL 32578

Secretary:

Jones, Timothy D
2019 Kildare Cir
Niceville, FL 32578

ARTICLE VI. REGISTERED AGENT

The registered agent shall be Matthew A. French, 777 John Sims Parkway East, Niceville, FL 32578

ARTICLE VII. TERM & DISSOLUTION

This corporation shall have a perpetual existence. In the event of dissolution after payment of all liabilities, its surplus shall become the property of Knights of Columbus Council No. 7667, or a Catholic Organization recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States Revenue law) as the Board of Directors shall determine.

ARTICLE VIII. MEMBERSHIP

The membership of this corporation shall be composed of members in good standing of Knights of Columbus Council No. 7667, and no other. In other words, the members of said Council shall ipso facto be members of this Corporation and enjoy all of the benefits, privileges and advantages accruing therefrom, as long as they continue in good standing therein, but, upon failure to remain and continue in good standing as stated above, they shall forfeit their membership in this corporation and all of the privileges incident thereto.

ARTICLE IX. QUORUM

A majority of the board shall constitute a quorum for the purpose of transacting business. Vacancies shall be filled by special election in the manner provided for in the by-laws.

ARTICLE X. BY-LAWS

The members may adopt by-laws for the governing of the corporation and for the direction of its officers and employees and they may alter, amend or abrogate the same.

ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by the Board of Directors or submitted to the Board of Directors by the members. Adoption of any amendment to these Articles of Incorporation shall require a two-thirds vote of the members present and voting at a meeting held by the corporation subsequent to written notice to the membership providing for such amendment.

ARTICLE XII. POWERS

The corporation shall have the powers set forth in Section 617.0302, Florida Statutes.

ARTICLE XIII. REMOVAL OF OFFICERS

The Council Officers shall control and supervise the actions of the Board of Directors and may remove any and all directors if the Officers find their actions to be detrimental to the purposes of the Corporation or the Council.

ARTICLE XIV. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of this corporation whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the corporation itself; provided, however, that no such director or officer shall be so Indemnified: (1) with respect to any matter as to which such director or offices shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such clarification, suit or proceeding to a

final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

ARTICLE XV. PROHIBITED CONDUCT

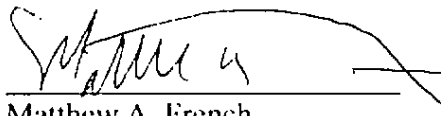
The corporation is prohibited from doing any of the following:

- A. Carrying on propaganda, or otherwise attempting to influence legislation, participate in or intervention in (including publishing or the distribution of statements) any political campaign on behalf of any candidate for public office.
- B. Permitting any part of its net earnings to inure to the benefit of any individual or corporation, including its members and/or directors.
- C. Paying compensation to any member, officer or director of the corporation or substantial contributor to it, except as is reasonable payment for services actually rendered to or property deliver to or for the corporation.
- D. Engaging in any act of self-dealing as defined in Section 4741(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Law.
- E. There shall be no capital stock in the corporation and no director or officer shall have any right or title to any asset of the Corporation.
- F. Any actions which would disqualify the corporation from maintaining it's tax exempt status

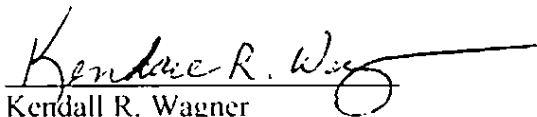
The undersigned, constituting the Directors of this corporation, certify pursuant to Florida Statutes 617.1007 and the Articles of Incorporation of the Corporation, that this Restatement of the Articles of Incorporation of Columbians, Inc., of Niceville-Valparaiso, Florida, was voted on and approved by the members of the corporation, as well as the Board of Directors, and for the purpose of amending the Articles of Incorporation have executed these restated Articles of Incorporation this 30 day of APRIL, 2019.



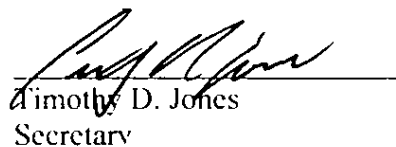
Robert M. Blythe
President



Matthew A. French
Vice President



Kendall R. Wagner
Treasurer



Timothy D. Jones
Secretary

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

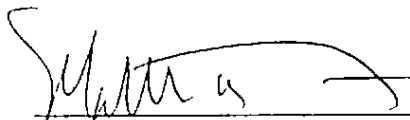
1. The name of the corporation is:

COLUMBIANS INC., OF NICEVILLE-VALPARAISO, FLORIDA

2. The name and address of the registered agent and office is:

Matthew A. French
777 John Sims Parkway East
Niceville, FL 32578

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

 4/30/19
Matthew A. French Date: