

768247

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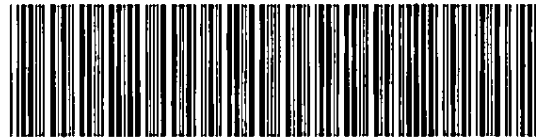
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DOWNTOWN ECUMENICAL SERVICES COUNCIL, INC.

DOCUMENT NUMBER: 768247

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

Please return all correspondence concerning this matter to the following:

David Clark

(Name of Contact Person)

DOWNTOWN ECUMENICAL SERVICES COUNCIL, INC.

(Firm/ Company)

215 North Ocean Street

(Address)

Jacksonville, FL 32202

(City/ State and Zip Code)

david.clark@desejax.org

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

For further information concerning this matter, please call:

David Clark

904

704-4819

at

(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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
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☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**CERTIFICATE
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOWNTOWN ECUMENICAL SERVICES COUNCIL, INC.**

The undersigned, on behalf of **DOWNTOWN ECUMENICAL SERVICES COUNCIL, INC.**, a Florida not for profit corporation (the "Corporation"), does hereby certify to the Florida Department of State:

1. The name of the Corporation is **DOWNTOWN ECUMENICAL SERVICES COUNCIL, INC.**

2. The original Articles of Incorporation for the Corporation were filed with the Florida Department of State on April 29, 1983 (the "Original Articles").

3. The restatement attached hereto as Exhibit A (the "Restated Articles") contains amendments that do not require member approval. The board of directors of the Corporation, by a number of votes cast sufficient for approval, adopted and approved the Restated Articles on January 25, 2021.

4. The duly adopted Restated Articles shall supersede the Original Articles and all amendments thereto.

5. The Restated Articles shall be effective on the date filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being duly authorized, has caused this certificate to be executed on behalf of the Corporation this 25 day of January, 2021.

**DOWNTOWN ECUMENICAL SERVICES
COUNCIL, INC.**

By: Christine Buckley
Christine Buckley, Chairman

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

DOWNTOWN ECUMENICAL SERVICES COUNCIL, INC.

(A Corporation Not for Profit)

Pursuant to Chapter 617, Florida Statutes, Downtown Ecumenical Services Council, Inc. (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I NAME

The name of the Corporation is DOWNTOWN ECUMENICAL SERVICES COUNCIL, INC.

ARTICLE II PURPOSES

a. The general nature of the object of the Corporation shall be the advancement of the welfare of humankind, particularly persons in need, by making gifts or contributions of the income from, and the principal of, all such property as the Corporation may own from time-to-time, at such times and in such respective amounts as shall be determined by its Board of Directors (the "Board") in their sole discretion. All such gifts or contributions are to be used within the United States or any of its possessions exclusively for such purposes.

b. The specific purposes of the Corporation are:

1. To provide financial resources and services designed to assist persons in breaking the cycle of poverty, or preventing persons from falling into the cycle of poverty, including, but not limited to, long term help with housing such as deposits, first month's rent, overdue rent, utility deposits, first month's and overdue utility bills, special food purchases, special diets if necessary, transportation needs such as bus tickets or passes to be used for the purpose of going to and from job interviews or places of employment, and similar assistance, subject to the approval of the Executive Director under guidelines promulgated and established by the Board in its sole and absolute discretion.

2. To provide food to feed the hungry under such guidelines as the Board shall promulgate, adopt, or amend from time-to-time, it being intended to meet the needs of hungry persons who have no other resources available to them.

3. To engage in any other activity which the Board shall authorize consistent with the Christian principles adhered to by the member denominations.

4. To plan, construct, operate, maintain, purchase, rehabilitate, lease, alter, convert and improve buildings for such project.

5. To acquire by gift or purchase and to hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or desirable in the operations of the Corporation.

6. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, deed of trust, pledge or other lien.

7. To apply for, obtain and contract with any federal, state, municipal or other governmental agency for assistance, grants or other financial support and/or for a direct loan or loans or other financial aid.

8. To engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation.

9. To receive gifts, bequests and public and private financial assistance.

c. The Corporation is not organized for pecuniary profit and no part of its net earnings shall inure to the benefit of any private stockholder, member, director or officer of this Corporation. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation.

d. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

e. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE III MEMBERSHIP

The current members of the Corporation are First Presbyterian Church of Jacksonville, First United Methodist Church of Jacksonville, Historic Mt. Zion AME Church, Riverside Avenue Christian Church, Riverside Presbyterian Church, Saint John's Cathedral, and South Jacksonville Presbyterian Church. Members may be removed, and other churches, synagogues, corporations, or other organizations may apply and be approved for membership, from time-to-time as provided in the Corporation's Bylaws. The criteria for membership are set forth in the Corporation's Bylaws.

ARTICLE IV TERM OF EXISTENCE

The term of existence of this Corporation shall be perpetual.

ARTICLE V OFFICERS

The officers of the Corporation shall be a Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair and such other officers as may be provided in the Bylaws. The officers shall be elected at the Annual Meeting of the Board of Directors, which shall be the same as, and coincide with, the Annual Meeting of the Membership and shall be for such terms and subject to such qualifications as are set forth in the Bylaws.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The affairs of this Corporation shall be managed by the Board of Directors.

Section 2. The number of Directors, the method of their selection and their terms of office are set forth in the Bylaws.

ARTICLE VII ANNUAL MEETING

The Annual Meeting of the Membership for the election of officers, and the transaction of other business required to be transacted at the Annual Meeting, shall be held in January of each year on a date and at a time and place to be fixed by the Board of Directors not later than the preceding December 15, with notice to all members not later than December 20.

ARTICLE VIII BYLAWS

Section 1. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time-to-time.

Section 2. The Bylaws may be amended, altered or rescinded by a two-thirds (2/3) majority vote of those present at any regular or special meeting of the Board of Directors, at which a quorum is present as described in the Bylaws. Notice of any proposed amendments to the Bylaws shall be given in writing at least 30 days prior to such meeting.

ARTICLE IX QUORUM

A quorum of the members of the Board of Directors for the transaction of business at the Annual Meeting or any regular or special meeting shall consist of not less than 50 percent of the Directors.

ARTICLE X AMENDMENTS

Section 1. These Articles of Incorporation may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present any regular meeting or any special meeting called for that purpose provided a quorum is present at the meeting and the proposed amendment to the Articles of Incorporation has first been proposed at the preceding monthly meeting or notice thereof given to the membership of the Board in writing at least two (2) weeks prior to action thereon.

Section 2. Such amendment as may be made to the Articles of Incorporation as hereinabove provided shall not become effective until such amendment has been duly certified and filed in the Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, has executed these Amended and Restated Articles of Incorporation on behalf of the Board this 25 day of January, 2021.

DOWNTOWN ECUMENICAL
SERVICES COUNCIL, INC.

By: Christine Buckley
Christine Buckley, Chairman