

768618

(Requestor's Name)

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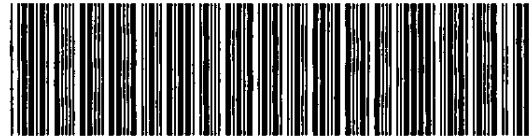
(Business Entity Name)

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Amended &
Restated

06/03/13--01017--025 **43.75

FILED
2013 JUN 25 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*00789, 01048, 00524, 00671

DR
6/25/13

RICHARD M. GEORGES, P.A.
Richard M. Georges, Esq.
Attorney and Counselor At Law

3656 First Avenue North
St. Petersburg, Florida 33713

PLEASE DIRECT CORRESPONDENCE TO:
P.O. Box 14545
St. Petersburg, Florida 33733

rgeorges@futurelawyer.com
727-321-4420 voice
727-683-9976 facsimile

Date: May 31, 2013

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

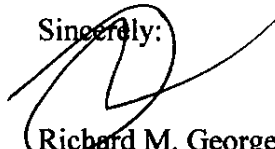
RE: The Vedanta Center of St. Petersburg, Inc.
Document Number 768618

TO WHOM IT MAY CONCERN:

I herewith file Amended and Restated Articles of Incorporation for The Vedanta Center of St. Petersburg, Inc. Please file them, and send me a Certified Copy once filed.
I enclose my check in the amount of \$43.75 for the filing fee and cost for the Certified Copy.

Please call if there are any questions.

Sincerely:



Richard M. Georges
RMG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 6, 2013

Richard M. Georges, P.A.
P.O. Box 14545
St. Petersburg, FL 33733

SUBJECT: THE VEDANTA CENTER OF ST. PETERSBURG, INC.
Ref. Number: 768618

We have received your document for THE VEDANTA CENTER OF ST. PETERSBURG, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please delete the reference to the Amended and Restated Constitution and Bylaws at the top of the first page. The Department of State does not file amendments to by-laws or constitutions,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 213A00014207

RECEIVED
13 JUN 25 AM 8:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RICHARD M. GEORGES, P.A.
Richard M. Georges, Esq.
Attorney and Counselor At Law

3656 First Avenue North
St. Petersburg, Florida 33713

PLEASE DIRECT CORRESPONDENCE TO:
P.O. Box 14545
St. Petersburg, Florida 33733

rgeorges@futurelawyer.com
727-321-4420 voice
727-683-9976 facsimile

Date: June 21, 2013

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: The Vedanta Center of St. Petersburg, Inc.
Ref. No. 768618

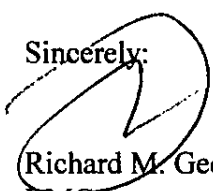
☒ For Your Action
☐ To Keep You Informed
☐ Per Our Discussion
☐ For Filing with the Court
☐ For Filing with the Clerk

TO WHOM IT MAY CONCERN:

I herewith file a Certificate, Constitution and ByLaws for the above, in accordance with Letter Number 213A00014207.

Please call if there are any questions.

Sincerely:



Richard M. Georges
RMG

AMENDED AND RESTATED
Articles of
VEDANTA CENTER OF ST. PETERSBURG, FLORIDA

FILED
2013 JUN 25 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the Vedanta Center of St. Petersburg, Inc. (the Constitution) are hereby amended, and restated in their entirety, to read as follows:

ARTICLE I
NAME

The name of the corporation shall be THE VEDANTA CENTER OF ST. PETERSBURG, INC., (the Center) and the same shall be located in the City of St. Petersburg, Florida, and such other places in Florida as may be designated by the officers of the corporation.

ARTICLE II
OBJECTS AND PURPOSES

The corporation shall be a branch center of the Ramakrishna Math with its headquarters at Belur, P.O. Belur Math 711202, District Howrah, West Bengal, India, and shall have for its object and principal purposes:

To encourage and promote devotion to religion and the practice of religion among its members and others, and to furnish aid and assistance to its members and others for these purposes;

To study and propagate the truths of the philosophy and universal religion of Vedanta, especially as taught and demonstrated in the lives of Sri Ramakrishna (1836-1886) and his disciple Swami Vivekananda (1863-1902), and others belonging to the Ramakrishna Math;

To inculcate and disseminate an understanding of religion in its universal aspects and to promote comprehension of and tolerance toward forms of religious belief, practice and worship;

To explain through logic and reason the spiritual laws on which various creeds and religions have been founded and to help humankind to put into practice the principles

common to all of the great religious traditions of the world in their spiritual, intellectual, practical, and moral aspects;

To establish and maintain a house of worship for the use and benefit of its members and others for the worship of God, and for use in religious, charitable, social and other good and lawful purposes.

ARTICLE III TERM OF EXISTENCE

The term for which this corporation, not for profit, shall exist shall be perpetual.

ARTICLE IV SEAL

The Seal of the Vedanta Center of St. Petersburg shall be the registered Seal of the Ramakrishna Math, P. O. Belur Math 711202, District Howrah, West Bengal, India, with the name of the Vedanta Center of St. Petersburg, Inc. below.

ARTICLE V THE SWAMI

Section 1. The Center shall look to the Ramakrishna Math for its ideal and shall be in the charge of the Swami sent by the Math to be Minister, Spiritual Leader and head of the Center. As Swami in charge, he shall have full charge of the spiritual affairs of the Center, shall examine all applicants for membership, shall conduct all services of the Center, and shall give advice and counsel in general to the trustees, officers and members of the Center in all affairs relative to it. The Swami shall be President of the Board of Trustees of the Center, shall have the right to attend all meetings of the Board of Trustees, of all Committees and of the members, and to participate and vote in the deliberations thereof, and in case differences of opinion arise, shall assist in the reaching of decisions. The Swami shall have the power to veto the decisions of the Board of Trustees or of the members, when he deems such action necessary and in the best interest of the Center. In all affairs of the Center the decision of the Swami shall be final.

Section 2. In the event of the death, or permanent absence, retirement or resignation of the Swami, it shall be the duty of the Board of Trustees to apply to the Ramakrishna Math for a Swami as his successor, to be sent at their discretion, so that there shall be at all times a resident Swami at the Center. When in the opinion of the Swami one or more Assistant Swamis are required, the Swami shall apply to and negotiate with the Ramakrishna Math for such assistant or assistants to be designated by the Math. If at any time the Swami is transferred or wishes to retire or resign from that position, he shall apply to and negotiate with the Ramakrishna Math for another Swami to succeed him. The head Swami and all assistant Swamis shall automatically be members of the Center.

Section 3. The Center shall undertake to pay the cost and expenses of passage from and to India and the maintenance and personal expenses of the Swami and any Assistant Swami or Swamis, as certified by the Swami in charge.

ARTICLE VI MEMBERSHIP

Membership shall be open to all regardless of their faith, creed, or religion. Anyone is eligible to become a member who is of good moral character, interested in the teachings of Vedanta, in sympathy with the ideals of the Center and approved by the Swami. The existing mailing list shall be considered as the list of members and is subject to updating from time to time, as, and when necessary.

ARTICLE VII BOARD OF TRUSTEES

Section 1. The affairs of the Center, a not for profit corporation under the laws of the State of Florida, are to be managed by a Board of Trustees of up to nine (9) Trustees, consisting of the Swami in charge of the Center, who is a permanent Trustee, and eight (8) other Trustees, each of whom shall be member of the Center in good standing. The Swami shall be the President of the Board. In addition, the Board of Trustees shall elect the following officers: a Chairman, a Secretary, and a Treasurer, all of whom shall be chosen annually at the regular April meeting of the Board, and also whenever any vacancy occurs, by the Trustees from among their own number.

Section 2. The term of office of the Board of Trustees, as an entity, shall be five years, and each Board shall elect its succeeding Board before dissolution. Any trustee elected during the current term of the Board shall have the same term limit as the existing Board. All Officers and Trustees shall be eligible for re-election. Any vacancy on the Board of Trustees, by reason of death, resignation, incapacity or any other reason, shall be filled by the remaining members of the Board from the membership of the Center with the approval of the Swami. In the event of the vacancy of an office, by reason of death, resignation, or any other cause, a new Officer shall be elected by the remaining members of the Board, with the approval of the Swami. The Board of Trustees shall meet at least twice annually, in April and in November, and five (5) members of the Board of Trustees, one of whom shall be the Swami, shall constitute a quorum for the transaction of business at a meeting, and a majority of said quorum shall have the power to act.

Section 3. In the event of the death, or permanent absence, retirement or resignation of the Swami in charge of the Center, it shall be the duty of the Board of Trustees to

- (a) apply to the Ramakrishna Math for a Swami as his successor, to be sent at the discretion of the Ramakrishna Math, so that there shall be at all times a resident Swami at the Center; and
- (b) to convene such meetings as may be called by the Chairman of the Board in order to carry on the regular functions and business of the Center, and at such meetings five (5) members of the Board of Trustees shall constitute a quorum for the transaction of business at a meeting, and a majority of said quorum shall have the power to act.

ARTICLE VIII AMMENDMENTS

The Constitution and By-laws of the Center may be amended by a two-thirds vote of the Trustees present at a special meeting of the Board of Trustees called for that purpose where at least five (5) Trustees are present, and with the approval of the Swami.

ARTICLE IX DISSOLUTION

In the event of the dissolution of the Center, the Trustees shall forward any balance that may be left after the payment of outstanding debts, to the Ramakrishna Math, P. O. Belur Math, District Howrah, State of West Bengal, India.

BY-LAWS

ARTICLE I QUORUM

Five (5) members of the Board of Trustees, one of whom shall be the Swami, shall constitute a quorum at any meeting of the Board of Trustees.

ARTICLE II NOMINATING COMMITTEE

At the meeting of the Board of Trustees held prior to the regular meeting of the Board held in April, the Board of Trustees shall select a Nominating Committee from among their own number to nominate candidates for the annual election of officers, and every five years for the election of the Trustees. The list of candidates selected by the Nominating Committee shall be submitted to and approved by the Swami. At the election meetings other nominations may be made from the floor by any Trustee.

ARTICLE III BOARD OF TRUSTEES

Section 1. Meetings. The Board of Trustees shall hold regular meetings in April and November and special meetings when necessary. Regular meetings shall be held on a day and hour set by the Chairman or the Swami in charge of the Center. The special meetings may be held at the discretion of the Chairman or the Swami. Notice of all such meetings shall be mailed to each member of the Board at least three days prior to the date of said meeting. Five (5) members of the Board of Trustees, one of whom shall be the Swami, shall constitute a quorum for the transaction of business at a meeting, and a majority of said quorum shall have the power to act.

Section 2. Election of Officers. The annual election of the officers of the Board of Trustees shall be held as part of the regular meeting of the Board of Trustees held in April. In the event of the vacancy of an office a new Officer shall be elected by the remaining members of the Board, with the approval of the Swami. The term of office of the Board of Trustees, as an entity, shall be five years, and each Board shall elect its succeeding Board before dissolution.

Section 3. Duties of the Trustees. (a) To manage for the benefit of the Center all property owned by the Center. (b) Upon the concurrence of two-thirds of the whole number of Trustees, and with the approval of the Swami, to purchase, sell, mortgage, lease, exchange, or otherwise dispose of any of the property, either real or personal, owned or to be owned by the Center, and to authorize the proper officers to execute all necessary documents. (c) To receive and hold in trust any and all income derived from voluntary contributions, dues, pledges, gifts, bequests, sales or any other source. (d) To make disbursements and perform any other business as deemed necessary and desirable.

ARTICLE IV CHAIRMAN

The Chairman shall preside at all meetings of the Center and of the Board of Trustees, and exercise the usual functions of a presiding officer. The Chairman shall appoint all committees and be ex officio member of the same.

ARTICLE V SECRETARY

The Secretary shall record the proceedings of all meetings of the Board of Trustees and of the general members, and keep a record thereof. The Secretary shall conduct the general correspondence, keep a record of the names and addresses of the members, and collect donations and contributions, giving a receipt for such. The Secretary shall turn over the, collections, donations, contributions, etc. to the Treasurer as soon as possible. The Secretary shall give notice of the time and place of all meetings of the Center and of the Board of Trustees, and shall send out all official notices, and perform such other duties as usually pertain to the office of Secretary, or as directed by the Board of Trustees or the Swami. An Assistant Secretary may be appointed by the Board of Trustees, from among the members, with the approval of the Swami, to assist the Secretary in all his/her above activities.

ARTICLE VI TREASURER

The Treasurer shall receive all money belonging to the Center, shall deposit the same in the name of the Center in a bank or banks designated by the Board of Trustees. The Treasurer shall keep a record of all money received and all disbursements. The Treasurer shall submit a Treasurer's Report at each regular meeting of the Board of Directors, and furnish to the Center, the Board of Trustees, and the Swami from time to time such information relative to the funds of the Center as may be required. The Treasurer shall perform all other duties usually pertaining to the office of Treasurer of a corporation, or

~~AMENDED- AND- RESTATED~~

ARTICLES OF INCORPORATION AND CHARTER OF THE VEDANTA CENTER OF ST. PETERSBURG, INC.

The Articles of Incorporation of the Vedanta Center of St. Petersburg, Inc. (the Constitution) are hereby amended, and restated in their entirety, to read as follows:

ARTICLE I

NAME

The name of the corporation shall be THE VEDANTA CENTER OF ST. PETERSBURG, INC., (the Center) and the same shall be located in the City of St. Petersburg, Florida, and such other places in Florida as may be designated by the officers of the corporation.

ARTICLE II

OBJECTS AND PURPOSES

The corporation shall be a branch center of the Ramakrishna Math with its headquarters at Belur, P.O. Belur Math 711202, District Howrah, West Bengal, India, and shall have for its object and principal purposes:

To encourage and promote devotion to religion and the practice of religion among its members and others, and to furnish aid and assistance to its members and others for these purposes;

To study and propagate the truths of the philosophy and universal religion of Vedanta, especially as taught and demonstrated in the lives of Sri Ramakrishna (1836-1886) and his disciple Swami Vivekananda (1863-1902), and others belonging to the Ramakrishna Math;

To inculcate and disseminate an understanding of religion in its universal aspects and to promote comprehension of and tolerance toward forms of religious belief, practice and worship;

Section 2. Election of Officers. The annual election of the officers of the Board of Trustees shall be held as part of the regular meeting of the Board of Trustees held in April. In the event of the vacancy of an office a new Officer shall be elected by the remaining members of the Board, with the approval of the Swami. The term of office of the Board of Trustees, as an entity, shall be five years, and each Board shall elect its succeeding Board before dissolution.

Section 3. Duties of the Trustees. (a) To manage for the benefit of the Center all property owned by the Center. (b) Upon the concurrence of two-thirds of the whole number of Trustees, and with the approval of the Swami, to purchase, sell, mortgage, lease, exchange, or otherwise dispose of any of the property, either real or personal, owned or to be owned by the Center, and to authorize the proper officers to execute all necessary documents. (c) To receive and hold in trust any and all income derived from voluntary contributions, dues, pledges, gifts, bequests, sales or any other source. (d) To make disbursements and perform any other business as deemed necessary and desirable.

ARTICLE IV CHAIRMAN

The Chairman shall preside at all meetings of the Center and of the Board of Trustees, and exercise the usual functions of a presiding officer. The Chairman shall appoint all committees and be ex officio member of the same.

ARTICLE V SECRETARY

The Secretary shall record the proceedings of all meetings of the Board of Trustees and of the general members, and keep a record thereof. The Secretary shall conduct the general correspondence, keep a record of the names and addresses of the members, and collect donations and contributions, giving a receipt for such. The Secretary shall turn over the, collections, donations, contributions, etc. to the Treasurer as soon as possible. The Secretary shall give notice of the time and place of all meetings of the Center and of the Board of Trustees, and shall send out all official notices, and perform such other duties as usually pertain to the office of Secretary, or as directed by the Board of Trustees or the Swami. An Assistant Secretary may be appointed by the Board of Trustees, from among the members, with the approval of the Swami, to assist the Secretary in all his/her above activities.

ARTICLE VI TREASURER

The Treasurer shall receive all money belonging to the Center, shall deposit the same in the name of the Center in a bank or banks designated by the Board of Trustees. The Treasurer shall keep a record of all money received and all disbursements. The Treasurer shall submit a Treasurer's Report at each regular meeting of the Board of Directors, and furnish to the Center, the Board of Trustees, and the Swami from time to time such information relative to the funds of the Center as may be required. The Treasurer shall perform all other duties usually pertaining to the office of Treasurer of a corporation, or

as may be prescribed by the Board of Trustees or the Swami. An Assistant Treasurer may be appointed by the Board of Trustees, from among the members, with the approval of the Swami, to assist the Treasurer in all his/her above activities.

ARTICLE VII OFFICERS – GENERAL

All officers shall perform such other duties as shall from time to time be prescribed by the Board of Trustees.

ARTICLE VIII EXPENDITURES AND DISBURSEMENTS

Money of the Center shall be appropriated only for the purpose of conducting its own affairs, for the maintenance of the Swamis, and for the objects of the Center as set forth in the Constitution. No funds shall be disbursed except by order of the Board of Trustees. All checks or payments for current expenditures shall be drawn upon the general fund of the Center and shall be prepared and signed by any two officers of the Center who are also trustees.

ARTICLE IX DOCUMENTS

The Swami, or in his absence the Chairman or one of the officers selected by the Board of Trustees, shall sign all contracts and similar documents connected with the administration of the Center, as approved by the Board of Trustees, with the approval of the Swami. Such documents shall be attested by the Secretary, with the seal of the Center.

ARTICLE X DEBTS AND CLAIMS

No debts shall be incurred save by the authority of the Board of Trustees. All bills shall be certified to by the person or persons ordering the expenditures of the same.

ARTICLE XI AMENDMENTS

These By-laws of the Center may be amended by a two-thirds vote of the Trustees present at a special meeting of the Board of Trustees called for that purpose where at least five (5) Trustees are present, and with the approval of the Swami.

ARTICLE XII STANDING RULES

Meetings of the Center shall conform to Robert's *Rules of Order*, when not in conflict with the Constitution and By-laws. The address list shall be used only for the business of the Center. Members shall notify the Secretary of change of address.

To explain through logic and reason the spiritual laws on which various creeds and religions have been founded and to help humankind to put into practice the principles common to all of the great religious traditions of the world in their spiritual, intellectual, practical, and moral aspects;

May 29, 2013

DATE: 5/29/2013

Swami Ishtananda
SWAMI ISHTANANDA, PRESIDENT

DATE: 5-29-13

Jean B. Bomonti
JEAN BOMONTI, CHAIRMAN

DATE: 5/29/2013

Robert Hawley
ROBERT HAWLEY, TRUSTEE

DATE: 5/29/13

Elizabeth Hawley
ELIZABETH HAWLEY, SECRETARY

DATE: 5/29/13

Lois A. Campbell
LOIS CAMPBELL, TREASURER

DATE: 5/29/13

Ian Scargill
IAN SCARGILL, TRUSTEE

DATE: 5/29/13

Kathleen Scargill
KATHLEEN SCARGILL, TRUSTEE

May 29, 2013

DATE: 5/29/2013

Swami Ishitanda
SWAMI ISHTANANDA, PRESIDENT

DATE: 5-29-13

Jean B. Bomonti
JEAN BOMONTI, CHAIRMAN

DATE: 5/29/2013

Robert Hawley
ROBERT HAWLEY, TRUSTEE

DATE: 5/29/13

Elizabeth Hawley
ELIZABETH HAWLEY, SECRETARY

DATE: 5/29/13

Lois A. Campbell
LOIS CAMPBELL, TREASURER

DATE: 5/29/13

Ian Scargill
IAN SCARGILL, TRUSTEE

DATE: 5/29/13

Kathleen Scargill
KATHLEEN SCARGILL, TRUSTEE



Vedanta Center of St. Petersburg

216 19th Avenue SE, St. Petersburg, FL 33705

Phone: (727)896-9840; email: info@vedantaflorida.org; web: www.vedantaflorida.org

May 29, 2013

CERTIFICATE

The Restated Articles were adopted by the Board of Directors and do not contain any amendments requiring member approval.

A handwritten signature in cursive script, reading "Elizabeth Hawley". The signature is written over a horizontal line.

Elizabeth Hawley

Secretary