

1/17/2021

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ST. MATTHEWS HOUSE, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. MATTHEW'S HOUSE, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The Articles of Incorporation of St. Matthew's House, Inc., are hereby amended and restated in their entirety pursuant to the provisions of the Florida Not For Profit Corporation Act, as follows:

**ARTICLE I
NAME**

The name of the corporation is ST. MATTHEW'S HOUSE, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation is 2001 Airport Road South, Naples, Florida 34112, and the mailing address of the Corporation is 2001 Airport Road South, Naples, Florida 34112.

**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV
PURPOSES**

The Corporation is a faith-based, Christian organization that is organized and operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1896 as amended (the "Code"), and within such purposes, specifically to:

1. provide and operate housing and shelter for the homeless, indigent and needy in Southwest Florida without regard to race, age, color, creed, gender or national origin;

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2. promote the general social welfare of the communities in which it serves by providing related facilities and social services such as consultation and referrals to those in need of temporary or emergency shelter;
3. assist those who seek to end their addiction to drugs and alcohol; and
4. share the love of God by word and deed and by other community services consistent with the tax-exempt purposes of the Corporation and as deemed appropriate by the Board of Directors.

The Corporation may conduct any and all lawful activities that may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

ARTICLE V **DIRECTORS**

The number and the method of the election of the directors of the Corporation is set forth in the bylaws of the Corporation.

ARTICLE VI **REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 2001 Airport Road South, Naples, Florida 34112, and the name of the registered agent at that address is Vann R. Ellison.

ARTICLE VIII **INITIAL INCORPORATOR**

The name and then-address of the Initial Incorporator is Joseph E. Ujezo, 3936 Tamiami Trail North, Suite B, Naples, Florida 34112.

ARTICLE IX
MEMBERS

The Corporation shall not have members.

ARTICLE X
PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its 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 Article IV hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055, and 2522 of the Code, or corresponding section of any future federal tax code.

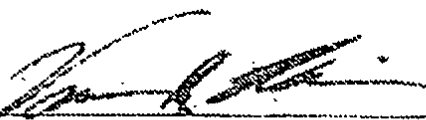
ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATION

The foregoing Amended and Restated Articles of Incorporation of St. Matthew's House, Inc. do not contain amendments requiring member approval and the Board of Directors approved and adopted said Amended and Restated Articles of Incorporation on October 22, 2020, in accordance with Section 617.1007 of the Florida Not for Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned, as a duly authorized representative of the Corporation, has executed these Amended and Restated Articles of Incorporation on the 22nd day of October, 2020.

By: 

Vann R. Ellison
President/CEO