

N030000008867

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*Amended
Articles*

FILED
06 JAN 31 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
06 JAN 27 AM 10:53
STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02250

*00789, 00564, 00672

DR
1/31/06



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 836846 12041A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 52.50

ORDER DATE : January 27, 2006
ORDER TIME : 10:32 AM
ORDER NO. : 836846-005
CUSTOMER NO: 12041A

DOMESTIC AMENDMENT FILING

NAME: THE SOVEREIGN ORDER OF ST.
JOHN OF JERUSALEM KNIGHTS
HOSPITALLER, PRIORY OF THE

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
JAN 31 AM 10:43
DIVISION OF CORPORATION

January 27, 2006

CSC
Atten: Susie Knight
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

SUBJECT: THE SOVEREIGN ORDER OF ST. JOHN OF JERUSALEM
KNIGHTS HOSPITALER, PRIORY OF THE EASTERN UNITED STATES OF
AMERICA, INC.
Ref. Number: N03000008867

We have received your document for THE SOVEREIGN ORDER OF ST. JOHN OF JERUSALEM KNIGHTS HOSPITALER, PRIORY OF THE EASTERN UNITED STATES OF AMERICA, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 706A00005998

**AMENDED
ARTICLES OF INCORPORATION**

OF

**THE SOVEREIGN ORDER OF ST. JOHN OF JERUSALEM
KNIGHTS HOSPITALLER, PRIORY OF THE EASTERN
UNITED STATES OF AMERICA, INC.**

FILED
06 JAN 31 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Corporation Not for Profit

We, the undersigned President and Secretary of the abovesaid charitable corporation formed on October 7, 2003 and assigned document number N03000008867 by the Florida Department of State, now certify these Amended Articles of Incorporation as having been adopted by the current Board of Directors at a special meeting called for that purpose on January 24th, 2006, as follows:

ARTICLE I

Name

The name of this corporation shall be The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of the Eastern United States of America, Inc.

ARTICLE II

Registered Office and Agent
Principal Office and Mailing Address

The registered office of this corporation is located at 125 Worth Avenue, Palm Beach, Florida 33480, and the name of the Registered Agent of this corporation at that address is Reid Moore, Jr. The principal office and mailing address of this corporation is 630 S. Sapodilla Avenue, #209, West Palm Beach, Florida 33401.

ARTICLE III

Purpose and Powers

The corporation shall not provide any pecuniary gain or profit to its members. The principal purpose for which the corporation is formed is to protect, maintain and enhance the honour and standing of The Sovereign Order of St. John of Jerusalem Knights Hospitaller within the Priory and the world organization by creating new Commanderies within the Priory to care for the sick and poor; to assist existing and future Commanderies in the receipt and administration of funds for the purpose of promoting the services, objectives, and general non-profit charitable activities benefiting the sick and poor; to monitor the effectiveness and harmony of all Commanderies; to assure that all Commanderies adhere to the rules of the Order; and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal

Revenue Code of 1986 (or the corresponding provisions of any future amendment of the Internal Revenue Service) hereinafter referred to as The Internal Revenue Code.

The corporation shall have the power to acquire assets by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes or other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted by the laws of the State of Florida:

- A. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- B. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or
- C. by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida statutes 617.0105 dealing with the prohibited activities of private foundations.

The Board of Directors are further prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; from retaining any excess business holdings, within the meaning of Section 4942(c) of the Internal Revenue Code; from making or retaining any investments which would subject a Trust to tax under Section 4944 of the Internal Revenue Code; and from making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code. The Board of Directors shall make distributions at such time and in such manners as not to subject the Trust to tax under Section 4942 of the Internal Revenue Code.

No part of the activities of this corporation shall be the participation in, or intervention in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV
Limitations on the Disposition of
Corporate Assets and New Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Board of 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 in Article III, supra.

ARTICLE V
Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively to provide care for the sick and the poor as shall at that time qualify as one or more exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE VI
Term of Existence

This corporation shall have perpetual existence.

ARTICLE VII
Officers and Times of Their Election

The Board of Directors shall choose annually to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be a member of the board of Directors. Each of such officers shall hold office until the next annual election or until his/her successor is chosen or qualified.

ARTICLE VIII
Board of Directors

The number of members of the Board of Directors of this corporation shall not be less than three (3) nor more than eight (8). The names and addresses of the persons

comprising the current members of the Board of Directors of the corporation are:

Joyce Piersanti	630 S. Sapodilla Avenue #209 West Palm Beach, FL 33401
John F. Thomas	1938 Portage Landing North North Palm Beach, FL 33408
Robert H. Moore	790 Andrews Avenue, 301-C Delray Beach, FL 33488
John Pierce Archer	49 Via Verona Palm Beach Gardens, FL 33418
Josephine Hall	1060 Park Avenue #3-C New York, NY 07458

ARTICLE IX

By-Laws

All alterations or revisions of the By-Laws shall be made by the Board of Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

ARTICLE X

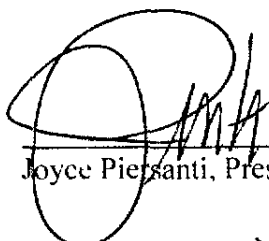
Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State of Florida.

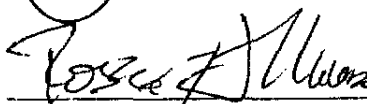
CERTIFICATION

IN WITNESS WHEREOF, the undersigned President and Secretary hereby certify this 29th day of January, 2006, as follows:

1. There are no members or members entitled to vote on the foregoing Amended Article of Incorporation, and
2. The Board of directors adopted the said foregoing Amended Articles of Incorporation as a special meeting called for that purpose on January 24, 2006.



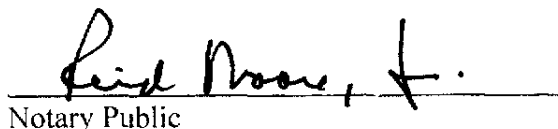
Joyce Piersanti, President



Robert H. Moore, Secretary

State of Florida)
County of Palm Beach)

Before me, an authority authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared Joyce Piersanti as President and Robert H. Moore as Secretary of The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of the Eastern United States of America, Inc., a Florida Corporation Not for Profit, both personally known to me, who certified with their respective signatures the adoption of the foregoing Amended Articles of Incorporation by the Board of Directors of said Corporation, as set forth hereinabove, on this 29th day of January, 2006.



Notary Public


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in
compliance with said Act:

That The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of
the Eastern United States of America, Inc., having organized under the laws of the
State of Florida as a Corporation Not for Profit, now change its Registered office
to 125 Worth Avenue, Palm Beach, Florida 33480, and has named REID
MOORE, JR. at that address as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.


REID MOORE, JR.