

NO300000 8867

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

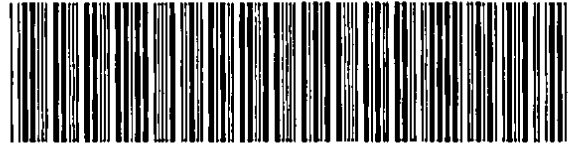
(Business Entity Name)

(Document Number)

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S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of the Southeast

DOCUMENT NUMBER: N03000008867

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

Please return all correspondence concerning this matter to the following:

Gayle A. Landen-Greene

(Name of Contact Person)

(Firm/ Company)

13240 Sherburne Circle #1201

(Address)

Bonita Springs, FL 34135

(City/ State and Zip Code)

gaylelanden@gmail.com

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

For further information concerning this matter, please call:

Gayle A. Landen-Greene

(Name of Contact Person)

561

(Area Code)

352-6289

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

Articles of Amendment
to
Articles of Incorporation
of

The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of the Eastern United States of America, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N03000008867

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of the Southeastern United States of America
The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

13240 Sherburne Circle #1201

Bonita Springs, FL 34135

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

13240 Sherburne Circle #1201

Bonita Springs, FL 34135

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Gayle A. Landen-Greene

13240 Sherburne Circle #1210

(Florida street address)

New Registered Office Address:

Bonita Springs

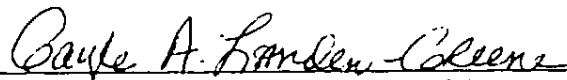
(City)

Florida 34135

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>P</u>	<u>Miller, Janet</u>	<u>6300ColeStreamDrive</u>
<input type="checkbox"/> Add			<u>HighlandsHeights,OH 44143</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>VP</u>	<u>MachaskeeAlexander</u>	<u>25330PenhursDrive</u>
<input type="checkbox"/> Add			<u>BeachwoodOH 44122-1384</u>
<input checked="" type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>VP</u>	<u>PageAnn</u>	<u>POBox 67</u>
<input type="checkbox"/> Add			<u>McLean,VA 22101</u>
<input checked="" type="checkbox"/> Remove			
4) <input type="checkbox"/> Change	<u>T</u>	<u>Conye,Maria</u>	<u>18801ShelburneRoad</u>
<input type="checkbox"/> Add			<u>ShakerHeights,OH 44118</u>
<input checked="" type="checkbox"/> Remove			
5) <input checked="" type="checkbox"/> Change	<u>VPS</u>	<u>Mastrullo,Antonia</u>	<u>7036VesuvioPlace</u>
<input type="checkbox"/> Add			<u>BoyntonBeach,FL 33437</u>
<input type="checkbox"/> Remove			
6) <input checked="" type="checkbox"/> Change	<u>P</u>	<u>Landen-GreeneGayle</u>	<u>13240SherburneCircle #1201</u>
<input type="checkbox"/> Add			<u>BonitaSprings,FL 34135</u>
<input type="checkbox"/> Remove			

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

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Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>T</u>	<u>Wright, Allison</u>	<u>8273SE Angelina Court</u>
<input checked="" type="checkbox"/> Add			<u>Hobe Sound, FL 33455</u>
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>D</u>	<u>Martyna, Pamela</u>	<u>249NW 7th Street</u>
<input checked="" type="checkbox"/> Add			<u>Boca Raton, FL 33432</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>
4) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>
5) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>
6) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>

F. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See following Amended Articles of Incorporation.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

**AMENDED
ARTICLES OF INCORPORATION**

OF

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

A Florida Corporation Not for Profit

We, the undersigned President and Secretary of the above said charitable corporation formed 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 29, 2019, 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 Southeastern 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 13240 Sherburne Circle, #1201, Bonita Springs, Florida 34135, and the name of the Registered Agent of this corporation is Gayle A. Landen-Greene. The principal office and mailing address of this corporation is 13240 Sherburne Circle, #1201, Bonita Springs, Florida 34135.

**NOT APPLICABLE 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 benefitting the sick and poor; to monitor the

effectiveness and harmony of all *Commanderies*; to assure that all *Commanderies* adhere to the rules of the *Sovereign 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 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*.

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.

NOT APPLICABLE 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*.

NOT APPLICABLE 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 or organized and operated exclusively to provide care for the sick and the poor a 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 by the Circuit Court of Lee County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such *purposes*.

NOT APPLICABLE ARTICLE VI
Term of Existence

This corporation shall have perpetual existence.

NOT APPLICABLE 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.

NOT APPLICABLE

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 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

NOT APPLICABLE

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.

NOT APPLICABLE

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 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 4th day of February 2019, as follows:

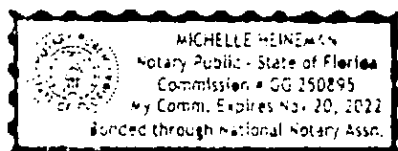
1. There are no members or members entitled to vote on the foregoing Amended Articles of Incorporation, and
2. The Board of Directors adopted the said foregoing Amended Articles of Incorporation at a special meeting called for that purpose on January 29, 2019.



Gayle A. Landen-Greene, President


Antonia (Toni) R. Mastrullo, Secretary

State of Florida)
County of Palm Beach)

Before me, an authority authorized to take oaths and acknowledgements in the state and county aforesaid, personally appeared Gayle A. Landen-Greene as President and Antonia (Toni) R. Mastrullo as Secretary of The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of the Southeastern United States of America, Inc., a Florida Corporation Not for Profit, both 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 4th day of February, 2019.




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 Southeastern 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 13240 Sherburne Circle, #1201, Bonita Springs, Florida 34135, and has named GAYLE A. LANDEN-GREENE at that address as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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.


Gayle A. Landen-Greene

January 29, 2019

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

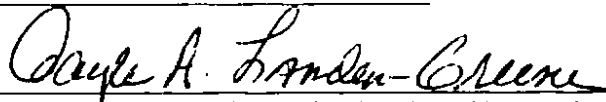
Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

January 29, 2019

Dated

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Gayle A. Landen-Greene

(Typed or printed name of person signing)

President

(Title of person signing)