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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FRIENDS OF NEWMAN, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF NEWMAN, INC.**

Pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes, Friends of Newman, Inc., a Florida not for profit corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I
NAME**

The name of the corporation shall be: Friends of Newman, Inc. ("Corporation"), and its principal place of business and mailing address is 220 Congress Park Drive, Suite 106, Delray Beach, FL 33445. The corporation is not affiliated, sponsored or related with the Diocese of Palm Beach or its Bishop.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to have commenced its existence on the date of filing and assignment of charter number.

**ARTICLE IV
PURPOSES**

The Corporation is organized as a not for profit organization exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt under that Code. The specific purposes of the Corporation are:

A. To provide a continuum of both residential and community base services for the Newman Club of Florida Atlantic University;

B. To establish, receive and maintain a fund or funds for the operational support of the Newman Club of Florida Atlantic University, Boca Raton, Florida; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the Corporation, including the principal as well as income thereof.

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C. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;

D. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V
BOARD OF DIRECTORS

The number of directors of the Corporation shall be no less than three (3) nor more than fifteen (15) and shall be elected by the members of the Corporation from the membership. Only members of the Corporation may sit as a director. The members and directors to serve until the next meeting are set forth below:

| Name | Address |
|-----------------|---|
| James Beck | 7359 Serrano Terrace, Delray Beach, FL 33446 |
| Theodore Vargas | 220 Congress Park Drive, #106, Delray Beach, FL 33445 |
| Ron Pabisz | 9415 Sun Pointe, Boynton Beach, FL 33437 |

The directors shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals who subscribe to the purposes of this Corporation. New members shall be elected at the annual meeting of the members by the members or as provided in the Bylaws.

ARTICLE VI
OFFICERS

Section 1. The officers of the Corporation shall be a President, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time except for the President and Secretary.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws. The officers shall serve until their successors are elected and have qualified. The names of the officers and the offices they shall hold until the next election shall be:

| | |
|-----------------|-----------|
| James . Beck | President |
| Theodore Vargas | Treasurer |
| Ron Pabisz | Secretary |

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ARTICLE VII
MEETINGS

The annual meeting of the Board governing this Corporation shall be held in accordance with the Bylaws.

ARTICLE VIII
BYLAWS

The Board of Directors shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as it may deem necessary.

The Bylaws may be amended, altered or rescinded by the Board of Directors at any regular meeting or special meeting called for that purpose.

ARTICLE IX
LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except 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 of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Code), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

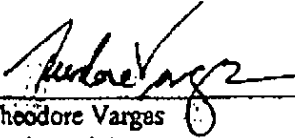
No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the members which have qualified for exemption under Section 501(c)(3) of the Internal Revenue code and none of assets will be distributed to any member, officer or director of this Corporation, provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit corporate member described in Section 501(c)(3) of the Code.

ARTICLE XI

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the responsibilities and agrees to serve as registered agent of Friends of Newman, Inc., a Florida not for profit corporation.



Theodore Vargas
Registered Agent

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REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 220 Congress Park Drive, Suite 106, Delray Beach, FL 33445 and the name of the initial registered agent of this Corporation at the address is Theodore Vargas.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended by the members at any regular or special meeting called by the Board of Directors for that purpose, after first giving at least ten (10) days' notice to the directors. These Amended and Restated Articles of Incorporation shall be effective and shall replace all prior Articles of Incorporation upon adoption by the members.

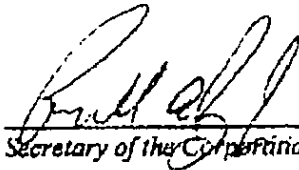
The foregoing resolution was adopted at a duly and called meeting of the members of the Corporation held on the 26 day of February, 2022.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 2022.



President

Attest:


Secretary of the Corporation

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The date of each amendment(s) adoption: March 7, 2022.

Effective date if applicable:

(No more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ X 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 were no Members or Members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

Dated: 3 7- 2022

Signature: Tam Beck

(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)

Rudolf A. Beck
Secretary of the Corporation