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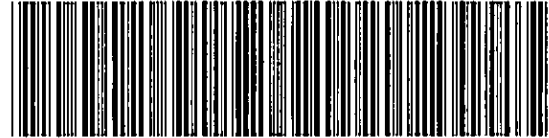
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500374737615

Amendment

01/06/22--01019--001 **70.00

FILED
2021 DEC 16 AM 11:16
CLERK OF COURT

A. RAMSEY

JAN 07 2022

Christine OBrien gave
Permission to file the
Amended articles by them
Selves

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Venice Presbyterian Church Foundation, Inc.

DOCUMENT NUMBER: N05000010542

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

Please return all correspondence concerning this matter to the following:

Christine O'Brien

(Name of Contact Person)

Venice Presbyterian Church

(Firm/ Company)

825 The Rialto

(Address)

Venice, Florida 34285

(City/ State and Zip Code)

cobrien@venicepres.org

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

For further information concerning this matter, please call:

Christine O'Brien

941

488-2258 ext 119

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" 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 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

2021 DEC 16 AM 11:16

STATE OF FLORIDA
November 7, 2021

AMENDED

ARTICLES OF INCORPORATION

OF

**VENICE PRESBYTERIAN CHURCH FOUNDATION, INC.
a Not-for-Profit Corporation**

Pursuant to 617.1006 F.S., and the Articles of Incorporation previously adopted and filed, the Board of Trustees and the *Session with the approval of the Membership* amend the Articles of Incorporation of Venice Presbyterian Church Foundation as follows:

ARTICLE I

NAME

The name of this Corporation is VENICE PRESBYTERIAN CHURCH FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office/ mailing address of this Corporation is 825 The Rialto, Venice, Florida 34285.

ARTICLE III

PURPOSES

VENICE PRESBYTERIAN CHURCH FOUNDATION, INC. is organized exclusively for charitable, religious, and educational purposes including but not limited to:

Establishing funds for Venice Presbyterian Church Foundation to Glorify God in its use and promote compassionate service to support spiritual, social, and physical needs with a focus on poor and marginalized people and communities. Distribution of funds will be discerned by the Foundation's Board of Directors composed of professing Christians in accordance with the Foundation's application process and guidelines. Foundation beneficiaries will include Venice Presbyterian Church, non-profit organizations and individuals that show need. All benefit applicants must provide a plan to grow the Kingdom of God as outlined in the application process. It is always the intention of the Foundation that it shall comply with such provisions of the Internal Revenue Code as would permit it to qualify as a charitable organization to permit contributions to be deductible to the donor. In accomplishing its charitable mission and purpose, Venice Presbyterian Church Foundation shall operate at all times exclusively for such charitable purposes as will qualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the Code.

ARTICLE IV

POWERS

The Corporation shall have all the common law and statutory powers of a Florida not-for-profit corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapter 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever nature or description and wherever situated for investment in the Foundation and for use in accordance with the Foundation's purposes.
2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, either real or personal, as the purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
3. To invest or reinvest its funds in such stocks, bonds, or other securities and property as the Foundation Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, or gift.

In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

ARTICLE V

FOUNDATION BOARD OF DIRECTORS

THE FOUNDATION BOARD is governed by the Foundation's Articles of Incorporation and Bylaws and will operate independently and separate from Venice Presbyterian Church board structure. The Foundation Board shall have five (5) members initially. The number of Board members may be either increased or diminished, from time to time, pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial Foundation Board Members are as follows:

Bob Allen

Christine O'Brien

James Turner

2. Management by Foundation Board. The property, business and affairs of the Corporation shall be managed by the Foundation Board. The presence of a majority of the Board shall constitute a quorum for the transaction of business. The Bylaws shall provide for the meetings of Board members, including an annual meeting.

3. Election of Foundation Board of Directors. The method for the election or appointment of the Foundation Board of the Corporation shall be as provided in the Bylaws of the Corporation.

4. Requirement to be a Foundation Board Member. Qualifications and requirements to be a Foundation Board Member will be stated in the Bylaws of the Corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 825 The Rialto, Venice, Florida 34285, and the initial registered agent located at such address is Christine O'Brien.

ARTICLE VII

BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Foundation's Board of Directors.

ARTICLE VIII DISSOLUTION

Should termination and dissolution of the Venice Presbyterian Church Foundation, Inc. become necessary, the Foundation Board of Directors, with strict adherence to the Foundation's Articles of Incorporation and Bylaws shall distribute Foundation assets as follows: (a) to the greatest extent possible, designated funds will be distributed to those organizations or individuals designated as beneficiaries; (b) assets not otherwise designated, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as determined by in the sole discretion of the Board of Directors, subject to the mission and purpose of the Corporation. Any such assets not so disposed of shall be disposed of by a 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 the Court shall determine, which are organized and operated exclusively for such purposes.

The Foundation's assets shall not be regarded as assets of Venice Presbyterian Church or PCUSA. Unless dissolved, the Foundation will continue to fulfill its stated purpose notwithstanding any change in the relationship between Venice Presbyterian Church and PCUSA.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors of the Foundation at any regular meeting or at any special meeting called for that purposes; provided, however, that notice of the proposed amendment shall be given to each Board Member at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all Board Members are present and all vote in favor of the amendment. The proposed amendment shall originate with the Foundation's Board of Directors. The Board of Directors shall publish amendments to these Articles of Incorporation or the Corporation's Bylaws to the Membership of Venice Presbyterian Church.

ARTICLE X

DEDICATION OF ASSETS

This Corporation is irrevocably dedicated to religious, charitable, and educational activities as set forth in Article III, above, and no part of the net income or assets of this

Corporation shall ever inure to the benefit of any director, officer, or member thereof or any private individual. Further, unless otherwise dedicated, no Corporation asset may be pledged, sold, or transferred for the purpose of paying litigation expenses, judgments or settlements resulting from lawsuits filed against the Corporation.

ARTICLE XI

NOTICE OF AMENDMENT

Upon recommendation of the Board of Trustees and the Session of Venice Presbyterian Church, the Membership of Venice Presbyterian Church at a duly called Congregational Meeting on November 7, 2021, approved the amendments to the Venice Presbyterian Church Foundation, Inc.'s Articles of Incorporation as herein stated and requests the filing of the Amended Articles of Incorporation with the State of Florida.

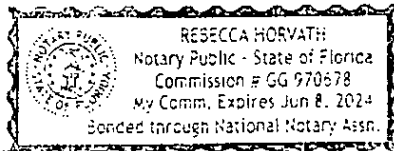
IN WITNESS WHEREOF, and on behalf of the Board of Directors of Venice Presbyterian Church Foundation Inc. the undersigned has executed these Amended Articles of Incorporation on the 21st day of November, 2021.

Christine D. Brien
Director

STATE OF FLORIDA }
 } S.S.
COUNTY OF SARASOTA }

BEFORE ME personally appeared ROBERT ALLEN to me well known to be the person described in and who subscribed the above Amended Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known, and he took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 19th day of November, 2021.



My Commission Expires: 06/08/2024

Rebecca Horvath
NOTARY PUBLIC

Rebecca Horvath

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

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST - - That VENICE PRESBYTERIAN CHURCH FOUNDATION, INC., with its principal place of business at 825 The Rialto, Venice, Florida 34285, State of Florida, has named Christine O'Brien, located at 825 The Rialto, Venice, Florida 34285, as its agent to accept service of process within the State of Florida.

SIGNATURE: Christine O'Brien

CHRISTINE O'BRIEN

TITLE: Director

DATE: 11/19/21

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.

SIGNATURE: Christine D. O'Brien
CHRISTINE O'BRIEN
Registered Agent

DATE: 11/19/21