

# N05186

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

ALL SAINTS HOME ASSOCIATION, INC.

Certificate of Status	0
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*Resubmit*

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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 8, 2004

ALL SAINTS HOME ASSOCIATION, INC.  
16351 SLATER RD  
NORTH FT. MYERS, FL 33917SUBJECT: ALL SAINTS HOME ASSOCIATION, INC.  
REF: N05186

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Darlene Connell  
Document SpecialistFAX Aud. #: H04000140928  
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AMENDMENT TO AND RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
ALL SAINTS HOME ASSOCIATION, INC.  
A Florida Not-for-Profit Corporation

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WE, the undersigned, natural persons being more than eighteen (18) years of age, hereby associate ourselves together for the purpose of restating the Articles of Incorporation of ALL SAINTS HOME ASSOCIATION, INC., a not-for-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the "Florida Not For Profit Corporation Act" (hereinafter "the Act"), and such restatement being adopted by the board of directors and not containing amendments requiring member approval hereby certify as follows:

ARTICLE I  
Name

The name of the Corporation is ALL SAINTS HOME ASSOCIATION, INC.

ARTICLE II  
Duration

The Corporation shall have perpetual duration.

ARTICLE III  
Organization

The Corporation is not organized for profit. The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

ARTICLE IV  
Purpose

The Corporation is organized exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future Federal Tax Code (hereinafter "the Code").

The specific and primary purposes for which the Corporation is formed is to:

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1. Promote and extend charitable and educational pursuits;
2. Render aid and assistance to the needy in the community; and
3. Cooperate and participate in all charitable and patriotic pursuits of the community.

Notwithstanding the foregoing, the purposes of the Corporation shall be limited to comply with the above and as set forth under Section 501(c)(3) of the Code. The purposes are expressly limited in this manner, and the Corporation may not engage in activities that are not in furtherance of the purposes.

#### ARTICLE V

##### Principal Office and Registered Agent and Registered Office

The principal office of the Corporation is: 16351 Slater Road, North Fort Myers, Florida 33917. The name and address of the Corporation's initial registered agent are: JOSEPH MADISON, 3730 Gloxinia Drive, North Fort Myers, Florida 33917-2058.

#### ARTICLE VI

##### Board of Directors

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation initially shall be five (5). In no event shall the Board have less than three (3) Directors. The initial Directors and their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH MADISON	3730 Gloxinia Drive North Fort Myers, FL 33917
JAMES SOUZA	1436 SE 33rd Terrace Cape Coral, Florida 33904-4277
THOMAS WRIGHT	5080 Fairfield Drive Fort Myers, Florida 33919
WALTER A. SMITH	P. O. Box 50691 Fort Myers, Florida 33994
AMIEL DINKO	5671 Longleaf Drive North Fort Myers, Florida 33917

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The Directors, subsequent to the first Board of Directors specified in these Articles of Incorporation, shall be selected, designated, and elected as provided in the By-Laws of the Corporation. Procedures for increasing or decreasing the number of Directors, the removal and resignation of Directors, and filling vacancies in the Board of Directors shall be set forth in the By-Laws of the Corporation.

ARTICLE VII  
Officers

The principal Officers of the Corporation shall be a President (Grand Knight), a Vice-President (Deputy Grand Knight), a Secretary (Council Recorder) and a Treasurer (Of the Council), 1 Year Trustee, 2 Year Trustee and 3 Year Trustee (of the Council), Advocate (of the Council), 3 Members (of the Council, 1 member to be elected for one (1) year and one (1) member to be elected for two (2) years and one (1) member for three (3) years, each of whom shall be elected by the Board of Directors in the manner set forth in the By-Laws of the Corporation. The Board of Directors shall also appoint a Chairperson and Vice-Chairperson to preside over Board meetings.

ARTICLE VIII  
Incorporators

The name and address of the incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH MADISON	3730 Gloxinia Drive North Fort Myers, FL 33917

ARTICLE IX  
By-Laws

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors. The By-Laws may thereafter be altered, amended, or repealed, and new and replacement By-Laws may be made and adopted by the Board of Directors as provided in the By-Laws.

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ARTICLE X  
Prohibitions

Notwithstanding any other provision of these articles, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes of the Corporation set forth in these Articles. No substantial part of the activities of the Corporation shall be for the carrying on of 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, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XI  
Dissolution

Upon dissolution of the Corporation, the Board of Directors shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time, qualify as exempt organizations under section 501(c)(3) of the Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the Corporation is then located, exclusively for charitable, educational, religious or scientific purposes.

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ARTICLE XII  
Amendment

These Articles of Incorporation may be altered, amended, or repealed only pursuant to the provisions set forth in the Act. Amendments may be adopted in accordance with alternative methods provided for in the Act.

IN WITNESS WHEREOF, the incorporator of the Corporation has hereunto affixed his or her signature this 28 day of June, 2004.

Joseph Madison  
Joseph Madison

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT, was on the 28 day of June, 2004, signed by the said JOSEPH MADISON, as incorporator, ( ) who is personally known to me or ( ) who produced Florida Drivers License as identification.

Mariah Evans

Notary Public

Printed Name of Notary: MARIAH EVANS

(SEAL)

Comm. Exp. Date:

Comm. Number:



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RESIDENT AGENT ACCEPTANCE

I, JOSEPH MADISON, located at 3730 Gloxinia Drive, North Fort Myers, Florida 33917, having been named to accept service of process for ALL SAINTS HOME ASSOCIATION, INC., 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.

Joseph Madison  
Joseph Madison

Dated: June 28, 2004

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