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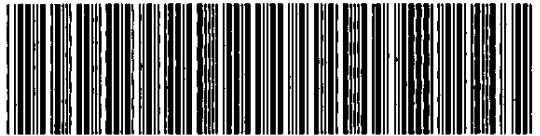
(Business Entity Name)

(Document Number)

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2010 APR 22 AM 9:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
SG

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** GLOBAL PASSION MISSION, INC.

**DOCUMENT NUMBER:** N09000004502

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

Please return all correspondence concerning this matter to the following:

THOMAS P. KANELL

(Name of Contact Person)

GLOBAL PASSION MISSION, INC.

(Firm/ Company)

241 STATE ST.

(Address)

N. FORT MYERS, FL 33903

(City/ State and Zip Code)

thomaspkanel@juno.com

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

For further information concerning this matter, please call:

THOMAS P. KANELL

(Name of Contact Person)

at ( 239 ) 995-2857

(Area Code & Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

FILED  
2010 APR 22 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GLOBAL PASSION MISSION, INC.

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

N09000004502

(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 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**)

90 THOMAS P. KANELL  
241 STATE ST.  
N. FORT MYERS, FL 33903

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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:

THOMAS P. KANELL

New Registered Office Address:

241 STATE ST.

(Florida street address)

N. FORT MYERS

(City)

Florida 33903

(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.*

Thomas P. Kanell

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

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

(SEE ATTACHMENT)

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GLOBAL PASSION MISSION, INC.  
"GPM"**

The undersigned subscriber to this Article of Incorporation is a natural person competent to contract and form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1- NAME**

The name of the corporation is **GLOBAL PASSION MISSION, INC.**, (Hereinafter "Corporation").

**ARTICLE 2 – PURPOSE OF CORPORATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purpose, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 ( c) (3) of the internal Revenue Code, or the Corresponding section of any future federal tax code.

**ARTICLE 3 – PROHIBITIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purpose set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE 4 – OFFICERS**

The Directors be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Jean Rigaud A Antoine
Vice President:	Hephzibah Ene Anderson
Executive Director:	Thomas P Kanell
Project Manager:	Vilmar Ribeiro
Project Manager:	Robert Starke

#### **ARTICLE 5 – PRINCIPAL OFFICE**

The principal office of this Corporation and its mailing address is 241 State St., N. Fort Myers, FL 33903.

#### **ARTICLE 6 – DIRECTRS**

The direct of the Corporation shall be:

Jean Rigaud A Antoine  
Hephzibah Ene Anderson  
Thomas P. Kanell  
Vilmar Ribeiro  
Robert Starke

#### **ARTICLE 7 – OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 8 – CAPITAL STOCK**

This Corporation shall have no capital stack and be composed of members rather than shareholders.

## **ARTICLE 9 – QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualification for membership and manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

## **ARTICLE 10- VOTING RIGHTS**

The Directors of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

## **ARTICLE 11 – LIABILITIES FOR DEBT**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

## **ARTICLE 12 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective as of the 3rd day of May, 2009.

## **ARTICLE 13 – AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE 14 – INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such person are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also

may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE 15 - DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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. Any such assets not disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 date of each amendment(s) adoption: MAY 3, 2009

Effective date if applicable: IMMEDIATELY  
(date of adoption is required)  
(no more than 90 days after amendment file date)

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.

Dated April 17, 2010

Signature Thomas P. Kanell  
(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)

THOMAS P. KANELL

(Typed or printed name of person signing)

EXECUTIVE DIRECTOR

(Title of person signing)