

109000004764

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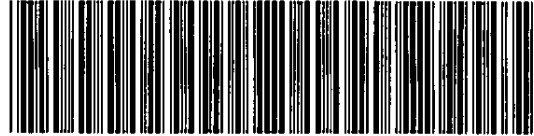
(Business Entity Name)

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T. LEMELIX

SEP 15 2016

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LIFECHOICES WOMEN'S CARE, INC.

DOCUMENT NUMBER: N09000004764

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

Please return all correspondence concerning this matter to the following:

Michelle Garcia Gilbert, Esquire

(Name of Contact Person)

Gilbert Garcia Group, PA

(Firm/ Company)

2313 West Violet Street

(Address)

Tampa, Florida 33603

(City/ State and Zip Code)

mgilbert@gilbertgrouplaw.com

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

For further information concerning this matter, please call:

Michelle Garcia Gilbert

813

810-1414

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:

☒ \$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

LIFECHOICES WOMEN'S CARE, INC.

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

N09000004764

(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**)

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:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(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

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

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 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>C</u>	<u>Strother Hammond</u>	<u>19038 Narimore Drive</u>
<input type="checkbox"/> Add			<u>Land O' Lakes, FL 34838</u>
<input checked="" type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change	<u>VC</u>	<u>Michael Guarino, Sr.</u>	<u>18605 Avenue Monaco</u>
<input type="checkbox"/> Add			<u>Lutz, FL 33558</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>C</u>	<u>Michelle Garcia Gilbert</u>	<u>2313 West Violet Street</u>
<input checked="" type="checkbox"/> Add			<u>Tampa, FL 33603</u>
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<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)

We are amending Articles of Incorporation and replacing them with the attached Articles of Incorporation.

The date of each amendment(s) adoption: 8/18/2016, if other than the date this document was signed.

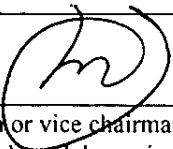
Effective date if applicable: 8/18/2016
(no more than 90 days after amendment file date)

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.

Dated 8/30/2016

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)

MICHELLE GARCIA GILBERT

(Typed or printed name of person signing)

CHAIRMAN

(Title of person signing)

LifeChoices Women's Care, Inc.

DBA Guiding Star Tampa

Bylaws

BYLAWS OF LifeChoices Women's Care, Inc. DBA Guiding Star Tampa

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be LifeChoices Women's Care, Inc. DBA Guiding Star Tampa.

Section 2: Guiding Star Tampa is organized exclusively for charitable, educational, and health-care related purposes; more specifically to establish an Affiliated Guiding Star Center for women and families that upholds Natural Law and promotes a New Feminism; a complementary view of humanity that upholds the dignity of every life, and provides health care and support for women, including and not limited to women in need. This Guiding Star Center shall be comprised of other independent entities and organizations working collaboratively to advance The Guiding Star mission and vision.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the Board of Directors.

- The Board of Directors shall serve without pay and consist of 4-8 members.
- Board members shall serve 2 year terms.
- Vacancies shall be filled by the Board, with the recommendation of the Chief Executive.
- Board members with more than 4 unexcused absences shall be dismissed at the discretion of the Board.
- Aside from the Annual Meeting, all other meetings may be held monthly via electronic communication if it is not convenient to meet in person.

Section 2: Philosophy Statement. All members of Guiding Star Tampa shall be required to agree with and sign the Philosophy Statement. (See Attached Philosophy Statement)

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. It should be the first meeting of the calendar year, starting January 1. Notice of Annual Meeting shall be sent to all board members' email no less than 30 days prior to the meeting. All donors, staff, and members are welcome to attend this meeting, but voting rights remain with only the Board Members of Guiding Star Tampa. Board elections will take place as the first item of business and require a super majority (70%) approval by the current Board.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by email, not less than seven days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation.

The Board is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations to the Chief Executive and Board committees. The Board shall have up to 8 and not fewer than 4 members. The Board receives no compensation other than reasonable expenses.

Section 2: Statement of Agreement. All Board members shall be required to sign the Board Member Statement of Agreement. (See attached Board Member Statement of Agreement)

Section 3: Meetings. The Board shall meet at least one (1) time per calendar year for the Annual Meeting. Other meetings will be held bi-monthly with the option of hosting them via electronic communication at an agreed upon time and place.

Section 4: Board Elections. Election of new Board Members or election of current Board Members to a consecutive term will occur as the first item of business at the annual meeting of the organization. New Board Members will be elected by a super majority (70%) of the current members.

Section 5: Terms. All Board members shall serve 2 year terms, but are eligible for re-election. Terms shall be staggered.

Section 6: Quorum. A quorum must be attended by at least 51 percent of the Board members before business can be transacted or motions made or passed.

Section 7: Notice. An official Board meeting requires that each Board member have written notice seven days in advance, via email.

Section 8. Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

- The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.
- The Vice-Chair will chair committees on special subjects as designated by the board.
- The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that organization's records are maintained.
- The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Other major roles on the Board may include Media/Public Relations Director and Spiritual Director, but these are not included as the Officers of the Board.

- The Media/PR Director shall facilitate communication with the public.
- The Spiritual Director shall provide spiritual direction to the Board as a whole or individually as needed.

Section 9. Election of Officers and Terms.

A term of office shall be 2 years. Nominations and elections for open offices shall occur each year at the Annual Board Meeting. Nominees must be current members of the Board of Directors. Officers shall be elected by an affirmative majority vote of the Board. Unless an office is vacant, election of officers shall only take place at the Annual Board Meeting.

Section 10: Vacancies.

Board Officers: If an office of the Board becomes vacant, that office may be filled by the Board at any time. The new term shall end at the second Annual Board Meeting of that member's term. An existing Board member may be nominated for the vacant office and elected by a majority vote of the remaining Board.

Board Members: If all the Offices of the Board are filled, election of new Board Members will be filled at the Annual Meeting. When a non-officer vacancy on the Board exists, present Board members may submit nominations to the Secretary no later than one month prior to the annual board meeting. The Secretary will promptly send all nominees an application and the Board Member Statement of Agreement. They will schedule an interview with the Board Chair to be conducted no later than 7 days prior to the Annual Board Meeting. The nominations shall be sent out to Board members with the regular Annual Board Meeting announcement, to be discussed and voted upon at that year's Annual Board Meeting.

If an applicant seems like a good fit for the Board, and a super majority (70%) of the current members agree, that applicant will be offered a position on the Board, consisting of a two-year term commitment. These vacancies will be filled only to the end of the particular Board member's term.

Section 10: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences of board meetings at the discretion of the Board. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member via email at least seven days in advance.

ARTICLE V - ADVISORY BOARD

Section 1: Board role, size, and compensation. The role of the Advisory Board shall be to guide the Board of Directors. There shall be no limit to the number of members. The Advisory Board receives no compensation other than reasonable or contractual expenses.

Section 2: Meetings. The Advisory Board shall not be required to have regular meetings. They will receive minutes from Guiding Star Tampa regular meetings, Annual Meeting and also the Annual Report. The Chief Executive will serve as a point of contact with Advisers and will regularly update the Advisory Board about needs or news.

Section 3: Nominations. Present members of the Board of Directors may submit to the Secretary nominations for the Advisory Board, which shall be received two weeks in advance of the Annual Meeting. These nominations shall be sent out to Board of Directors with the Meeting announcement.

Section 4: Elections. Election of new Advisers will occur at the Annual Meeting of the corporation. Advisers will be elected by a majority vote of the Board of Directors.

Section 5: Terms. There shall be no set length of term.

Section 6: Resignation and Termination. Resignation from an Advisory Board member must be in writing and received by the Secretary. An Advisory Board member may be removed by a three-fourths vote of the Board of Directors.

ARTICLE VI - COMMITTEES

Section 1: The Board may create committees as needed. The Board Chair will appoint all committee chairs.

Section 2: The four officers shall serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which shall include three other members. These members may be the other members of the Executive Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. **The fiscal year shall be January 1 through December 31.** Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board members, donors, and the public.

ARTICLE VII – FISCAL YEAR

The fiscal year of this organization shall begin on the first day of January and end on the last of December each year.

ARTICLE VIII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Guiding Star Tampa on August 18, 2016.