

# NO9000004764

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(City/State/Zip/Phone #)

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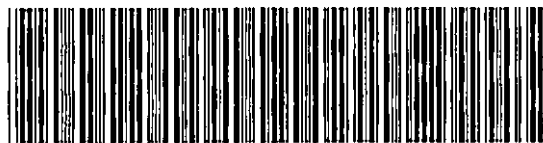
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*Amended & Restated /  
Name Change*

JUL 21 2021

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

LifeChoices Women's Care, Inc.  
**NAME OF CORPORATION:** \_\_\_\_\_

N09000004764  
**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Michelle Garcia Gilbert

\_\_\_\_\_  
(Name of Contact Person)

Gilbert Garcia Group, P.A.

\_\_\_\_\_  
(Firm/ Company)

2313 West Violet Street

\_\_\_\_\_  
(Address)

Tampa, FL 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

813-638-8920

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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

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TALLAHASSEE, FL



**GILBERT GARCIA GROUP**  
**ATTORNEYS AT LAW**

2313 West Violet Street  
Tampa, FL 33603  
Telephone 813.638.8920  
Facsimile 813.443.5089  
mgilbert@gilbertgrouplaw.com

July 8, 2021

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: LifeChoices Women's Care, Inc., Ref. Number N09000004764;  
Letter Number 621A00013062

Gentlemen:

Please find enclosed Amended and Restated Articles for filing, along with a copy of your cover letter. Please note that we also are removing the Vice Chairman, Michael Guarino, Sr., who resigned from the board of directors.

My contact information is above, if additional information is required to process these Articles. Thank you.

Very truly yours,

Michelle Garcia Gilbert, Esquire  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

2021 JUL 15 PM 3:26

June 12, 2021

MICHELE GARGIA GILBERT  
GILBERT GARCIA GROUP, P.A.  
2313 WEST VIOLET STREET  
TAMPA, FL 33603

SUBJECT: LIFECHOICES WOMEN'S CARE, INC.  
Ref. Number: N09000004764

We have received your document for LIFECHOICES WOMEN'S CARE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears from the enclosed document, you may be trying to file 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. If this is the intention, the document submitted needs correcting. The document should be entitled 'Amended and Restated Articles of Incorporation' or 'Restated Articles of Incorporation'. The preamble to the articles needs to be replaced with language similar to 'These Amended and Restated Articles or Restated Articles are being submitted pursuant to 607.1007/617.1007, Florida Statutes.

Please note historical information need not be listed. This would include the name of the incorporator and the name and address of the initial registered agent.

The date of adoption and the effective date, if any, will need to be included and who adopted the changes. It also, need to be signed by officer as required by law.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 621A00013062

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**LifeChoices Women's Care, Inc.**

These Amended and Restated Articles of Incorporation are being submitted pursuant to 607.1007/617.1007, Florida Statutes.

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is LifeChoices Women's Care, Incorporated. These Amended and Restated Articles of Incorporation are being submitted pursuant to

**ARTICLE II CORPORATE  
NATURE**

This is a nonprofit corporation, organized solely for the general religious, charitable and educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES**

This corporation is organized exclusively for charitable, scientific and educational purposes. More specifically, the corporation is organized and shall be operated exclusively to carry out the following purposes:

- A. The corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code;
- B. Delivering healthcare to the public;
- C. Providing or arranging for the medical care of all socioeconomic segments of the community served;
- D. Developing unified and integrated health care delivery system to provide high quality, cost effective, health care services to patients within the corporation's service area;
- E. Serving as a Pregnancy Support Services Center for women in an unplanned or planned pregnancy, and as a Fertility Care Center for women and couples wanting to conceive through restorative reproductive medicine.
- F. Serving in the health ministry of the Roman Catholic Church and carry out its mission. The philosophy of the corporation mirrors the philosophy of the official

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TALLAHASSEE, FL

# **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

## **LifeChoices Women's Care, Inc.**

teachings of the Roman Catholic Church and the Ethical and Religious Directives for Catholic Health Services, as approved by the U.S. Conference of Catholic Bishops.

### **ARTICLE V**

#### **MANAGEMENT OF CORPORATE AFFAIRS**

- A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the corporation shall be three (3) and shall not exceed ten (10), unless changed by a By-Law duly adopted by the members.
- B. The election and terms of Board of Directors will be governed by the By-laws.
- C. Any action required or permitted to be taken by one Board of Director under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate of other document filed under any provision of laws which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Article of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

### **ARTICLE VI**

#### **EARNING AND ACTIVITIES OF THE CORPORATION**

- A. 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 that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article IV hereof.
- B. No substantial part of the activities of the corporation shall be 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 statement) any political campaign on behalf of any candidate for public office. Directors and members may promote and educate legislatures as the work of the corporation.
- C. Non withstanding 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 for Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law of (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of

# **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

## **LifeChoices Women's Care, Inc.**

the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

- D. Notwithstanding any other provisions of the Article, this corporation shall not, except to and insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### **ARTICLE VII**

#### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501C(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations such court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE VIII**

#### **MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the By-laws of this corporation.

### **ARTICLE IV**

#### **AMENDMENT OF THE BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation. By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the By-Laws.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**LifeChoices Women's Care, Inc.**

**ARTICLES X**  
**DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable, religious and educational purposes, 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 to the benefit of any private individual.

**ARTICLE XI**  
**REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office 18560 North Dale Mabry Highway, Lutz, Florida 33548. The corporation's registered agent is Ana Hidalgo Stooks.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

These Amended and Restated Articles of Incorporation have been amended according to the By-Laws of this corporation on this 22nd day of February, 2021. The executed amendments are contained herein and attached.

/s/Michelle Garcia Gilbert


Michelle Garcia Gilbert, Board Chairman  
LifeChoices Women's Care, Inc.



**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.

☒ 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 March 3, 2021

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, Esquire

(Typed or printed name of person signing)

Chairman of the Board

(Title of person signing)