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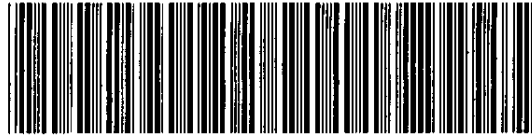
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amen  
Resubmitted  
8/27/09  
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**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION  
FOR SAINT JOSEPH MINISTRIES, INCORPORATED**

On August 21, 2009, the Board of Directors of SAINT JOSEPH MINISTRIES, INCORPORATED, by written consent to action, executed by all of the Directors and in accordance with Florida Statute 617.1006 and 617.1007, amended and restated the Articles of Incorporation for SAINT JOSEPH MINISTRIES, INCORPORATED, a not-for-profit corporation, as follows:

1. The name of the Corporation is: SAINT JOSEPH MINISTRIES, INC.
2. The text of the Amended and Restated Articles of Incorporation is, in its entirety, attached as Exhibit "A".
3. The Amended and Restated Articles of Incorporation were approved and passed by unanimous consent of the Board of Directors on August 21, 2009.
4. The Members of the not-for-profit corporation are not entitled to vote on the amendments.

SAINT JOSEPH MINISTRIES INCORPORATED

Date:

August 21, 2009

By:

[Signature]  
President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
SAINT JOSEPH MINISTRIES, INC.**

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**ARTICLE I**

The name of the Corporation shall be: SAINT JOSEPH MINISTRIES, INC.

**ARTICLE II**

**REGISTERED OFFICE  
REGISTERED AGENT**

The address of its Registered Office in the State of Florida is: 241 St. George Street, St. Augustine, Florida, 32084, and the name of its Registered Agent at such address is Sister Ann Kuhn, SSJ.

**ARTICLE III**

**DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV**

**PUBLIC BENEFIT**

This Corporation shall be a public benefit corporation as that term is used in the Florida Nonprofit Corporation Act.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The persons presently constituting the Board of Directors of the Corporation and their address are:

Sister Suzan Foster	241 St. George Street St. Augustine, FL 32084
Sister Edith Gonzalez	3665 S. Miami Avenue Miami, FL 33133
Mrs. Marion Burkhardt	157 Inlet Drive St. Augustine, FL 32080
Mr. Donald Crichlow	302 St. George Street St. Augustine, FL 32084
Mr. Michael Heubeck	c/o St. Joseph Academy 155 State Road 207 St. Augustine, FL 32084
Ms. Susi Pittman	241 St. George Street St. Augustine, FL 32084

## **ARTICLE VI**

### **MEMBERS**

The Corporation shall have Members. The Members of the Corporation shall be the General Superior of the Religious Congregation of Sisters of St. Joseph and her Council.

## **ARTICLE VII**

### **OFFICERS**

The Officers of the Corporation shall be a President and a Secretary/Treasurer and such subordinate officers as may be elected in accordance with the Bylaws.

## **ARTICLE VIII**

### **PURPOSES**

The Corporation is organized for the purposes of engaging in any lawful act or activity permitted for a corporation that is both a nonprofit corporation under the Nonprofit Corporation Act of Florida and an exempt organization described in §501 ( c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law and applicable rulings and regulations (the "Code"). In furtherance of these purposes, the Corporation shall engage in ministries that promote, enhance and provide for the spiritual, religious, physical or mental well-being of members of society and which support the religious and charitable purposes of the Congregation of Sisters of St. Joseph, a religious congregation of the Roman Catholic Church (the "Congregation"). The Corporation shall be operated in accordance with the mission and philosophy of the Congregation of the Sisters of St. Joseph of St. Augustine.

## **ARTICLE IX**

### **NONPROFIT**

(a) This Corporation is organized without capital stock exclusively for charitable purposes. The Corporation shall issue no stock nor shall any dividend or profit ever be declared or paid to any Officer or Director thereof.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed 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 payments and distributions in furtherance of its purpose.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

(d) The Corporation shall not participate in, or intervene in (including publication or distribution of any statements) any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under § 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

## **ARTICLE X**

### **DISSOLUTION**

On the dissolution of the Corporation, the Members shall distribute the entire net assets remaining after the payment or satisfaction of any and all liabilities and obligations of the Corporation, giving first preference to a distribution to the Congregation, or to a corporation operating under the auspices of Saint Joseph Ministries, Inc., provided, however, that such corporation or corporations are organized and operated exclusively for religious or charitable purposes which shall at that time qualify as exempt under § 501(c)(3) of the Code. Should Saint Joseph Ministries not be in existence or be so qualified, the Members shall distribute the net assets remaining to another corporation or corporations which are organized or operated for religious, charitable or educational purposes.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located exclusively for purposes consistent with the purposes of this Corporation or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

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## **ARTICLE XI**

### **AMENDMENT**

These Articles of Incorporation may be amended only by a resolution adopted by the majority vote of the Directors, which resolution shall set forth the proposed amendment and direct that it be submitted to the Members for approval in accordance with the provisions of the Bylaws. Amendments to these Articles of Incorporation shall not be effective until approved by the Members.