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November 28, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CATHOLICS FOR CAMEROON, INC.
* LEE NELSON
4301 W. BOY SCOUT BLVD., STE 300
TAMPA, FL 33607

SUBJECT: CATHOLICS FOR CAMEROON, INC.
REF: N10000005059

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

The above listed entity was administratively dissolved, or its certificate of authority was revoked, for failure to file its 2012 annual report in a timely manner. To reinstate the entity, you must file the reinstatement, and pay the appropriate fees, online at the Division of Corporations' website, www.sunbiz.org. Please look for Reinstatement filing in the "E-Filing Services" or "Electronic Filing" menu. There may also be a "blue box" on the Sunbiz homepage entitled "File A Reinstatement Here". You will have the option to pay by credit/debit card; or by check or money order.

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Teresa Brown
Regulatory Specialist II

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CATHOLICS FOR CAMEROON, INC.**

ARTICLE I
Name

The name of this Corporation not-for-profit is CATHOLICS FOR CAMEROON, INC.

ARTICLE II
Terms

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III
Principal

The principal office of the Corporation is located at 4301 W. Boy Scout Blvd., Suite 300,
Tampa, FL 33607.

ARTICLE IV
Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The purposes for which the corporation is to be formed are exclusively for religious, educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future U.S. Internal Revenue law, and in furtherance of these purposes, the corporation may:

A. Establish, develop, sponsor, promote and/or conduct programs to promote the support of Catholic churches, schools, community centers, clinics, and hospitals in Cameroon, with the initial purpose to build a Catholic Church, Clinic and Community Center in Nkambe Town, Cameroon (the "Nkambe Project").

B. Solicit funds to be used for the support of Catholic churches, schools and hospitals in Cameroon, with the primary and initial goal the Nkambe Project.

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C. Educate people in the United States about the needs of Catholic churches, schools and hospitals in Cameroon, with the primary and initial goal the Nkambe Project.

D. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes, with the primary and initial goal the Nkambe Project.

E. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.

F. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act.

G. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, with the primary and initial goal the Nkambe Project, which contributions will be used to carry out the purposes referred to in this Article IV, , with the primary and initial goal the Nkambe Project.

H. The Bylaws shall stipulate the following: (i) the Directors have exclusive control over the making of grants and other financial assistance; (ii) the Board has power to make grants in furtherance of exempt purposes of the Corporation; (iii) the Board reviews and authorizes each grant consistent with its purpose and consistent with guidelines applicable to tax exempt organizations of a similar nature; (iv) there shall be periodic accounting to demonstrate that all funds are being used appropriately; (v) the Board has absolute discretion to refuse to accept any donations that may be contrary towards purposes or refuse to make any grants and, in such case, has the right at any time to refund any donation or withdraw approval of any grant for contribution; (vi) the Board may require all pertinent facts be made available to any contributor upon request. The Corporation shall at all times have full control over all donated funds, full discretion as to their use so as to ensure that they will be used to carry out the Corporation's

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functions and purposes. The Diocese of Kumbo or any other Cameroonian organization shall at all times be required to, among other things, furnish a periodic accounting to show that the funds are expended for the purposes for they are approved by the Board and that all such organizations understand that the Board retains the right at all times to withdraw approval of the grant or donation.

ARTICLE V

Powers

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV.

ARTICLE VI

Prohibited Acts

This Corporation shall operate exclusively for religious, charitable or educational purposes within the meaning of Section 501(c)(3) of the Code. In the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers or other 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 purposes set forth herein.

B. No substantial part of the activities 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 statements) any political

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campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII **Dissolution**

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such organizations organized and operated exclusively for religious, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine, Any such asset is not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which shall at the time qualify as an exempt organization or organizations under Sections 501(0)(3) and 170(0)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law) as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII **Original Subscriber**

RESERVED.

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ARTICLE IX
Members

The members shall be the Board of Directors of the Corporation.

ARTICLE X
Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of a minimum of three (3) Directors. All Directors of the Board shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the Bylaws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Bylaws of this Corporation.

ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
Bylaws

The Bylaws of the Corporation shall be adopted by the initial Board of, Directors, as constituted under Article X above, at the organizational meeting of the Board, and said By-Laws

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may thereafter be amended by the Board of Directors; upon the vote of the majority of the members of the Board of Directors.

ARTICLE XIII
Amendment of Articles of Incorporation

These Articles of Incorporation amend, restate and supersede all prior Articles of the Corporation and may be further amended by the vote of a majority of the members of the Board of Directors, held at a meeting called to vote upon the Amendment.

ARTICLE XIV
Registered Agent

The name and address of the registered agent of this Corporation is Lee E. Nelson, 4301 West Boy Scout Blvd., Tampa, FL 33607

ARTICLE XV
Incorporators

The name and address of the person(s) signing these Articles is:

NAME

ADDRESS

Lee E. Nelson

4301 W. Boy Scout Blvd., Suite 300
Tampa, FL 33607

The date of Amendment adoption: October 16, 2012.

Adoption of Amendment:

- ☐ The amendment was adopted by the members and the number of votes cast for the amendment were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

Dated: November __, 2012

Signature _____

Lee E. Nelson,
Vice Chairman of the Board of Directors

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