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DEPARTMENT OF STATE
SECTION OF CORPORATIONS
AND BUSINESS REGISTRY

MAR 31 2020
S. YOUNG

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* ALSO ADMITTED IN ILLINOIS

March 16, 2020

Transmitted Via: FEDERAL EXPRESS
Tracking No. 7700 3261 0833

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: AMENDED & RESTATED ARTICLES OF INCORPORATION FOR
SCHOENSTATT MOVEMENT OF FLORIDA, INC.
Document No. N13000005549

Dear Sir or Madam,

The enclosed Amended & Restated Articles of Incorporation are submitted by Schoenstatt Movement of Florida, Inc., for filing with the Florida Department of State. Please return a certified copy of the filed Articles of Incorporation in the enclosed, self-addressed, stamped envelope. An additional copy of the Amended & Restated Articles of Incorporation is enclosed. Also enclosed is a check in the amount of \$43.75 as the filing fee and certified copy fee for same.

If you have any questions concerning this submission, please feel free to call the undersigned.

Very Truly Yours,

MACLEAN AND EMA, P.A.



Adan A. Aulet, Jr.
For the Firm

encls./as noted

ARTICLES OF INCORPORATION

OF

SCHOENSTATT MOVEMENT OF FLORIDA, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

FILED
2020 MAR 17 AM 8:14
CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, pursuant to Section 617.1006 of the Florida Not-for-Profit Corporation Act, makes and adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1.

NAME

The name of the Corporation is as follows: *SCHOENSTATT MOVEMENT OF FLORIDA, INC.*

ARTICLE 2.

ADDRESS

The address of the principal office and the mailing address of the Corporation is: *737 N. Crescent Drive, Hollywood, Florida 33021.*

ARTICLE 3.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is: *2600 N.E. 14th Street Causeway, Pompano Beach, Florida 33062.* The name of its initial registered agent at that address is: *MacLean and Ema, P.A.*

ARTICLE 4.

NO MEMBERS

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE 5.
NOT-FOR-PROFIT

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C. § 501(c)(3).

ARTICLE 6.
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 7.
PURPOSES

The Corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to *owning, operating and maintaining a religious shrine known as the Schoenstatt Shrine at 22800 S.W. 187th Avenue, Miami, FL 33710.*

ARTICLE 8.
POWERS

Solely for the above purposes, the Corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the Corporation, or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE 9.

LIMITATION

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), directors or officers. However, 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 in Article 7 (Purposes) of these Articles.

ARTICLE 10.

TAX-EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C. § 501(a) as an organization described in 26 U.S.C. § 501(c)(3). These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11.

DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving

the assets, it is operated exclusively for the purposes described in 26 U.S.C. § 170(c)(1) or 26 U.S.C. § 170(c)(2)(B) and is described in 26 U.S.C. § 509(a)(1), (2) or (3).

ARTICLE 12.

BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of all directors, including that director, whenever in their judgment the best interests of the Corporation will be served.

ARTICLE 13.

OFFICERS

The officers of the Corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

ARTICLE 14.

INCORPORATOR

The name and address of the original incorporator is Teresa Roman, Vice-President, Filings, Inc. , a Florida corporation, 3732 Northwest 16th Street, Fort Lauderdale, Florida 33311.

ARTICLE 15.

BYLAWS

The bylaws of the Corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 16.

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17.

INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

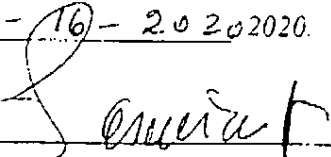
ADOPTION OF AMENDMENTS & RESTATEMENT

These Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the amendments were sufficient for approval

In, witness, the undersigned has signed these Amended and Restated Articles of Incorporation on

3-16-2020

By: _____



PRINTED NAME: LUIS ASANZA, M.D

TITLE: PRESIDENT

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of § 617.0501, Fla. Stat., the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. Name of the Corporation:

SCHOENSTATT MOVEMENT OF FLORIDA, INC.


2. Name and address of the registered agent and office:

**MacLean and Ema, P.A.
2600 N.E. 14th Street Causeway
Pompano Beach, FL 33062**

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: *March 16, 2020.*

MACLEAN AND EMA, P.A.

By: 

Adan A. Aulet, Jr., Esq.

For the Firm