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**Cover Letter**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** ST. JOSEPH COMMUNITY CENTER, INC.

**DOCUMENT NUMBER:** N15000002787

The enclosed *Amended and Restated Articles of Incorporation* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Conrad Willkomm  
The Law Office of Conrad Willkomm, PA  
3201 Tamiami Trail N., 2nd Floor  
Naples, FL 34103  
[Conrad@swfloridalaw.com](mailto:Conrad@swfloridalaw.com)

For further information concerning this matter, please call:

Conrad Willkomm at (239) 262-5303

Enclosed is a check made payable to the Florida Dept. of State in the amount of **\$52.50**, representing the **Filing Fee, Certificate of Status, and a Certified Copy** (Additional Copy is Enclosed.)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**ST. JOSEPH COMMUNITY CENTER, INC.**

(A Not-For-Profit Corporation)

*N15000002787*

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following amended and restated articles of incorporation for the purpose of organizing a business corporation. All amendments contained herein to the original Articles of Incorporation have been duly adopted pursuant to F.S. 617.1002 and the Bylaws of the Corporation.

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation is ST. JOSEPH COMMUNITY CENTER, INC. (A Not-For-Profit Corporation) (the "Corporation").

**ARTICLE II. ADDRESS**

The Corporation's principal office is located at 112 Oceans Blvd., Naples, Florida 34104 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office for the Corporation is 112 Oceans Blvd., Naples, Florida 34104 and the name of its registered agent at that address is Rev. Arnold V. D'Achille.

**ARTICLE IV. DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE V. PURPOSE AND POWERS**

- A. The primary purpose for which this corporation is formed is to complete the construction and then maintain the original library building in Bassano Romano, Italy, as limited by any and all criteria necessary to obtain and maintain 501(c)(3) status pursuant to the provisions of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter

be amended. Upon completion of the construction of the original library building located in Bassano Romano, Italy, the library will be utilized as a community center to support both the youth and seniors of the community.

- B. The secondary purpose for which this corporation is formed is to carry out charitable work, as limited by any and all criteria necessary to obtain and maintain 501(c)(3) status pursuant to the provisions of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- C. To accomplish the foregoing purposes, the corporation shall carry out the following activities and shall have the following powers, as limited by any and all criteria necessary to obtain and maintain 501(c)(3) status pursuant to the provisions of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended:
  - 1. To solicit funds and/or revenues necessary for the discharge of the purposes of the Corporation.
  - 2. Any other activity not inconsistent with the foregoing and with the purpose of the Corporation, subject to the provisions of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
  - 3. 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.
  - 4. To engage in and transact any other lawful activity, in furtherance of the above purposes or any purpose consistent with 501(c)(3) not-for-profit status, 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.

#### **ARTICLE VI. NOT-FOR-PROFIT**

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings of the Corporation will inure to the benefit of any Member of the Corporation, member of the Board of Directors, officer of the Corporation, any private shareholder or any other private individual, and as such they will have no interest in or title to any of the Corporation's property or assets. Nothing in these Articles of Incorporation prohibits the Corporation from reimbursing the Members, members of the Board of Directors and officers of the Corporation for all expenses reasonably incurred in performing services rendered to the Corporation.

## **ARTICLE VII. MEMBERS**

The Corporation will have two classes of members, "Class A" and "Class B," collectively referred to as "Members of the Corporation." Each class of members will have the rights and privileges that are set forth in the Bylaws of the Corporation. Fifty percent (50%) of all voting members will constitute a quorum. The Corporation will not issue shares of stock.

The Members of the Corporation are:

### **CLASS A:**

Name

Address

Rev. Arnold V. D'Achille

112 Oceans Blvd., Naples, Florida 34104

### **CLASS B:**

Initially, "Class B" shall be empty. Members of "Class B" may be added from time to time pursuant to the Bylaws of the Corporation.

## **ARTICLE VIII. QUALIFICATIONS OF MEMBERSHIP**

The classifications, qualifications, characteristics, rights, privileges, limitations and obligations of membership, and the manner of admission will be as set forth in the Bylaws of the Corporation.

## **ARTICLE IX. VOTING RIGHTS**

Members of the Corporation will have the voting rights that are set forth in the Bylaws of the Corporation.

## **ARTICLE X. LIABILITY FOR DEBTS**

Members of the Corporation, members of the Board of Directors, and officers of the Corporation will not be liable for the debts of the Corporation.

## **ARTICLE XI. BOARD OF DIRECTORS**

The Members of the Corporation will be entitled to elect the members of the Board of Directors, as provided in the Bylaws of the Corporation. The number of directors of the Corporation may be varied from time to time as provided for in the Bylaws, but at no time shall it be less than three (3) or more than nine (9). Any director may be removed by the affirmative vote of at least two-thirds of the Members of the Corporation. Directors shall serve and be elected by the Members of the Corporation in a manner prescribed for in the By-Laws.

## **ARTICLE XII. OFFICERS**

The officers of the corporation shall consist of a president, and may consist of one or more vice presidents, a secretary, a treasurer, and/or 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.

The affairs of the Corporation are to be managed by the following Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Rev. Arnold V. D'Achille	President	112 Oceans Blvd., Naples, Florida 34104
David Leonard	Vice-President	5005 Maxwell Circle, Naples, FL 34105
Bruce Beauchamp	Treasurer	7058 Barrington Circle, # 102 Naples, FL 34108

## **ARTICLE XIII. BYLAWS**

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

## **ARTICLE XIV. AMENDMENT**

The Members may amend these Articles of Incorporation in the manner provided by the Florida Not-for-Profit Corporation Act, except that any amendment will require two-thirds affirmative vote at a meeting at which at least fifty percent (50%) of all voting members are present.

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**ARTICLE XV. INDEMNIFICATION**

Each person who serves at any time hereafter as a Member, member of the Board of Directors or as an officer of the Corporation will be indemnified and held harmless by the Corporation from and against any and all claims and liabilities to which such person becomes subject by reason of his or her having been, or hereafter being, Member, a member of the Board of Directors or an officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as a Member, member of the Board of Directors or officer of the Corporation. To the fullest extent permitted by applicable Florida law, the Corporation will reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability.

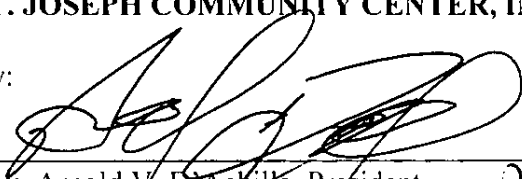
**ARTICLE XVI. DISSOLUTION**

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, will be distributed exclusively to such charitable organization which would at that time qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as amended, as the Members in their complete discretion at the time of such dissolution determine. Any such assets not so disposed of shall be disposed of as permitted by applicable Florida law and a court having jurisdiction in the county where the principal office of the Corporation is located.

The President of the Corporation has executed these Amended and Restated Articles of Incorporation this 20th day of March, 2015.

**ST. JOSEPH COMMUNITY CENTER, INC.**

By:

  
Rev. Arnold V. D'Achille, President + Registered Agent

[Corporate seal]