

N150000003908

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 MAR - 1 PM 1:32

MAR 3 2016

C LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 21, 2015

DONALD R. COLLINS
ABT BY COLLICO, INC
32 21ST STREET NORTH
ST PETERSBURG, FL 33713 US

SUBJECT: PARTNERS FOR COMPASSIONATE SERVICES INC
Ref. Number: N15000003908

We have received your document for PARTNERS FOR COMPASSIONATE SERVICES 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):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please entitle your document Articles of Amendment.

Bylaws are not filed with this office. Please retain them for your records.

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.

Tina D Cannon
Regulatory Specialist II

Letter Number: 515A00014892

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PARTNERS FOR COMPASSIONATE SERVICES INC

DOCUMENT NUMBER: N15000003908

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

Please return all correspondence concerning this matter to the following:

DONALD R COLLINS

Name of Contact Person

ABT BY COLLICO, INC

Firm/ Company

32 21ST STREET NORTH

Address

ST PETERBURG FL 33713

City/ State and Zip Code

ABTBYCOLLICO@HOTMAIL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DONALD R COLLINS at (727) 322-2975
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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Cover Letter

**Department of State
Division of Corporations
PO Box 6327
2661 Executive Center Circle
Tallahassee, FL 32301
T: 850-245-6052**

**Subject: Filing Articles of Incorporation for:
PARTNERS FOR COMPASSIONATE SERVICES INCORPORATED**

Please find 2 copies of the articles of incorporation and payment to file the articles of incorporation.

Please return proof of filing to:

**YUSIF ADDAE MD
5020 CLARK RD #138
SARASOTA FL 34233**

**If needed, you can contact me at the following phone number:
7274797515 or email: yusifaddae@yahoo.com**

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

16 MAR -1 PM 1:32

PARTNERS FOR COMPASSIONATE SERVICES INC.

Pursuant to §617 of the laws of Florida, the undersigned, a citizen of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE I- NAME

The name of the corporation is: PARTNERS FOR COMPASSIONATE SERVICES INCORPORATED.

ARTICLE II- PRINCIPAL PLACE OF BUSINESS.

The principal place of business and mailing address of the corporation shall be: **5020 Clark Road #138, Sarasota FL 34233**

ARTICLE III- PURPOSE:

The purpose of the corporation is exclusively for humanitarian, charitable, medical, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

1. To support and provide medical and other health related services to underserved communities
2. To Support educational and scientific activities in underdeveloped communities.
3. To support and conduct charitable/ Humanitarian services in underserved communities world wide
4. To foster unity, build and sustain a strong network of Professionals that would work for the common good of underdeveloped communities worldwide.
5. To serve as a conduit and logistical support to other charitable organizations, religious institutions, foundations, and other interested parties aiming at providing support for underdeveloped communities worldwide.

ARTICLE IV - EFFECTIVE DATE

The effective date of incorporation's existence shall be at the time of filing these Articles of incorporations by the Florida Department of State, Division of Corporation. This Corporation's duration shall be perpetual, unless it is hereafter dissolved according to Law.

ARTICLE V- MEMBERSHIP

Section 1: The Corporation shall have registered members, for the purpose of availing themselves of support, communication, fund raising and community sponsored activities as approved and organized at the direction of the Board of Directors. The membership is open to any person who agrees with these Articles of incorporation, the corporate Bylaws and any rules and regulations which the Board of Directors from time to time adopts.

Section 2: Nondiscrimination Policy. The Corporation shall not practice or permit any form of discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: **Powers:** The powers of this corporation shall be exercised, its properties controlled, its business conducted and managed by the Board of directors (hereafter referred to as the Board) unless duly designated by the Board. Subject to the provisions of law, of these Articles of Incorporation and of the By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 2: Number and term: The Board of Directors shall consist of at least five but not more than seven members and shall be permanent unless a vacancy arise by resignation, death, disqualification, or permanent departure from the United States.

Section 3: Only members of the organization in good standing may serve as members of the Board of directors

Section 4: **Replacement:** Whenever a vacancy arises on the Board of directors, the majority of remaining board members shall select a replacement.

Section 5. **Decisions:** The decision of the majority of the Board of directors shall be final and binding in all issues.

Section 6. **Honorary Board members:** The Board may appoint any number of temporary non-voting honorary members from the general public. The role of the Honorary Board members is exclusively to serve as advisors to the board members and advocates for the organization and shall have no voting power whatsoever.

Section 7: Any action required or permitted to be taken by the Board of directors under any provision of the law, may be taken without an meeting if all the Board members shall individually or collectively verbally consent and or in writing to such action. Such action shall have the same force and effect as if taken by a unanimous vote of the Board. Any certificate or document filed under any provision of the law relating to the action so taken shall state that the action was taken by unanimous consent of the Board without a meeting and that these articles of Incorporation authorize the Board for such action. Such a statement shall be prima facia evidence of such authority.

Section 8: **Initial Board of Directors:** The names herein shall comprise the initial Board of Directors and shall held office until their successors are duly qualified

- 1) Yusif ADDAE, MD., 6621 Horned Owl Place, Sarasota, FL, 34241
- 2) Abdul M. ADJEI, MD, 95 Manor Rd Apt D, Edwardsville, PA, 18704
- 3) Ahmed Q. AIDOO MD., 2381 Neptune Rd, Kissimmee, FL 34744
- 4) Reagan S. NORGAN MD., 8755 Birch Brook Loop, Pickerington, OH, 43147
- 5) Ibrahim W. ADAMU, MD., 5020 Clark Road #138, Sarasota FL 34233

ARTICLE VII- MANAGEMENT

1. The day to day activities of the corporation shall be run by an Executive Committee appointed by the Board of directors either from among themselves and or from the members and approved by the full Board.
2. The Executive Committee shall consist of a least a President, a Vice president, a Secretary, a Treasurer, and Organizing Secretary
3. The term of Executive Committee will be according to the Bylaws
4. The Board may constitute ad-hoc committees for any special projects as the need arise.
5. At least two signatures will be required to operate any bank account. The responsible people will be selected from the executive council and each shall sign the signatory card with the bank. Any expense exceeding one thousand dollars shall need the approval of the Executive committee which shall hold regularly scheduled meetings according to the Bylaws.

ARTICLE VIII- DONATIONS and DUES

1. The Board of Directors shall from time to time provide financial donations to sustain the corporation.
2. Members may be required to pay dues according to the bylaws
3. Donations may be solicited and accepted from members, other lawful charitable organizations, religious institutions, foundations, and other interested parties who share the goals of the corporation.
4. No donations shall be accepted with conditions that are contrary to the principles and stated purposes of the corporation.

ARTICLE IX- ACCOUNTS AND FINANCE

The Board of Directors from time to time shall determine whether and to what extent, and at what time and places and under what circumstances the accounts and finances of the corporation shall be open for inspection of members. No representatives of the members shall have the right to inspect any account or documents of this corporation except as conferred by a status, the bylaws or authorized by the Board of Directors

ARTICLE X- BYLAWS

Incorporation Bylaws shall hereinafter be adopted by the initial Board of Directors. The corporation Bylaws may be amended or repealed, in whole or in part by the Board in the manner provided therein, provided that they are not inconsistent with the provisions of these articles of incorporation. The Bylaws of the corporation or its amendments shall be binding on the corporation members.

ARTICLE XI- AMENDMENTS:

Amendments to these articles of incorporation may be proposed by a resolution by members and adopted by the Board of Directors.

ARTICLE XII - INDEMNIFICATION

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE XIII- LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article 3. 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 statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XIV – DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets 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, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XV- INITIAL REGISTERED AGENT

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Donald R. COLLINS shall be the initial registered agent of this Corporation. The address of the Corporation's initial agent is: 32 21st Street North, St. Petersburg, FL, 33713

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



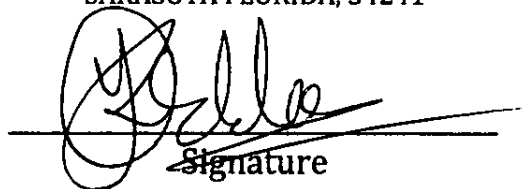
Signature of Registered Agent

Friday, May 01, 2015

ARTICLE XVI- INCORPORATOR

The name and address of the Incorporator is:

YUSIF ADDAE MD
6621 HORNED OWL PLACE
SARASOTA FLORIDA, 34241



Signature

Friday, May 01, 2015

Cover Letter

The date of each amendment(s) adoption: MAY 1, 2015, if other than the date this document was signed.

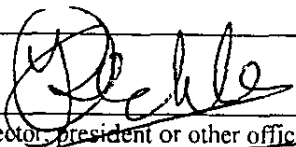
Effective date if applicable: MAY 1, 2015
(no more than 90 days after amendment file date)

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.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ 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 MAY 1, 2015

Signature 
(By a director, president or other officer – if directors or officers have not been selected by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

YUSIF ADDAE, MD

(Typed or printed name of person signing)

PRESIDENT - CEO

PRESIDENT - CEO

(Title of person signing)

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