

**171500005428**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : LAW OFFICES OF JOHN E MOORE, III, PLLC  
Account Number : I20140000039  
Phone : (772)234-8344  
Fax Number : (772)234-8339

**\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.**

Email Address: jmoore@moorelawvero.com

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 FEB 22 A 10:23

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ST. HELENS CATHOLIC EDUCATION FOUNDATION, INC.**

Certificate of Status	0
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Page Count	12
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

17 FEB 22 PM 3:33

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Corporate Filing Menu

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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ST. HBLENS CATHOLIC EDUCATION FOUNDATION, INC.

DOCUMENT NUMBER: N15000005428

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

Please return all correspondence concerning this matter to the following:

John E. Moore, III

(Name of Contact Person)

The Law Offices of John E. Moore, III, PLLC

(Firm/ Company)

3240 Cardinal Drive, Suite 200

(Address)

Vero Beach, FL 32963

(City/ State and Zip Code)

jmoore@moorelawvero.com

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

For further information concerning this matter, please call:

John E. Moore, III

(772)

234-8344

at

(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

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Feb. 22. 2017 2:14PM  
(((H17000050721 3)))

No. 2222 P. 3

FILED

Articles of Amendment  
to  
Articles of Incorporation  
of

2017 FEB 22 A 10: 23

ST. HELENS CATHOLIC EDUCATION FOUNDATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Name of Corporation as currently filed with the Florida Dept. of State)

N15000005428

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

MOTHER THERESA CATHOLIC EDUCATION FOUNDATION, INC.

*The new*

*name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

The Articles of Incorporation of ST. HELENS CATHOLIC EDUCATION FOUNDATION, INC. (the "Foundation") are amended and replaced in their entirety with the AMENDED ARTICLES OF INCORPORATION OF MOTHER THERESA CATHOLIC EDUCATION FOUNDATION, INC., as provided in Attachment A.

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

Effective date if applicable: \_\_\_\_\_  
(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 January 31, 2017  
Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Gregory P. Nelson  
(Typed or printed name of person signing)

Director

(Title of person signing)

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No. 2222 P. 7

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**Attachment A**

**Amended Articles of Incorporation**

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**AMENDED ARTICLES OF INCORPORATION FOR  
MOTHER THERESA CATHOLIC EDUCATION FOUNDATION, INC.**

We, the Directors, each being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of amending and replacing in their entirety the Articles of Incorporation of Mother Theresa Catholic Education Foundation, Inc., a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Amended Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this corporation shall be MOTHER THERESA CATHOLIC EDUCATION FOUNDATION, INC. and it shall be referred to herein as the "Corporation."

**ARTICLE II**

**Initial Principal Office**

The address of the initial principal office of the Corporation (which is the same as the street address) is:

3240 Cardinal Drive, Suite 200  
Vero Beach, FL 32963

**ARTICLE III**

**Purposes and Limitations**

1. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 the purposes set forth in these Amended Articles of Incorporation.

3. No 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 any candidate for public office.

4. Notwithstanding any other provision of these Amended Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be

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carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida, pursuant to the provisions of Chapter 817 of The Florida Statutes.

**ARTICLE IV**  
**Membership; Directors and Election of Directors**

The Corporation shall be organized on a non-stock basis and shall have no members.

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Amended Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors shall be elected under a method to be stated in the Bylaws of the Corporation.

**ARTICLE V**  
**Registered Agent**

The name and address of the initial registered agent and registered office are:

RICHARD CARNELL  
1900 OLD DIXIE HIGHWAY  
FT. PIERCE, FL. 34946

**ARTICLE VI**  
**Amendment**

Any amendments to these Amended Articles of Incorporation shall be made in accordance with the provisions of the Bylaws of the Corporation.

**ARTICLE VII**  
**Incorporation of Definition of Terms**

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

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**ARTICLE VIII**  
**Dissolution of the Corporation**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as described Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (as described in Section 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Section 617.1406 of the Florida Statutes. In the event of such termination, dissolution, or winding up, the Board of Directors shall distribute such assets of the corporation to such charitable and educational exempt organizations that are both located in the Treasure Coast area (Indian River, St. Lucie, Okeechobee, and Martin Counties, Florida) and affiliated with the Catholic Church.

Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction over matters occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

**ARTICLE IX**  
**Indemnification**

The Corporation shall have the power to indemnify its officers, Directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to, the provisions of Section 617.0831 of the Florida Statutes.

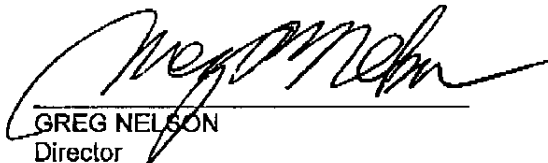
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**ARTICLE X  
Adoption**

Pursuant to Section 617.0821, Florida Statutes, the Board of Directors may take action without a meeting if taken by all members of the Board and evidenced by one or more written consents describing the action taken and signed by each Director. These Amended Articles of Incorporation (and the attached Certificate of Designation of Registered Agent/Registered Office) may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall be deemed one and the same original document. Furthermore, electronic copies or photocopies shall have the same force and effect as an original document.

We, the Directors, each declare that we have examined the Amended Articles of Incorporation and that the statements contained therein are, to the best of our knowledge and belief, true, correct and complete. By our signatures below, we each take the following actions in lieu of a meeting therefor, and all statutory requirements pertaining to time, manner and place of the same are waived: We provide our consent to the adoption of, and do hereby adopt, these Amended Articles of Incorporation, effective the date of the last signature below.

  
\_\_\_\_\_  
GREG NELSON  
DirectorJanuary 31, 2017  
Date  
\_\_\_\_\_  
RICHARD CARNELL  
Director1-31-2017  
Date\_\_\_\_\_  
JOHN E. MOORE, III  
Director\_\_\_\_\_  
Date

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(((H17000050721 3)))

**ARTICLE X  
Adoption**

Pursuant to Section 617.0821, Florida Statutes, the Board of Directors may take action without a meeting if taken by all members of the Board and evidenced by one or more written consents describing the action taken and signed by each Director. These Amended Articles of Incorporation (and the attached Certificate of Designation of Registered Agent/Registered Office) may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall be deemed one and the same original document. Furthermore, electronic copies or photocopies shall have the same force and effect as an original document.


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\_\_\_\_\_  
GREG NELSON  
Director

\_\_\_\_\_  
RICHARD CARNELL  
Director

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
JOHN E. MOORE, III  
Director

12/12/2016  
Date

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: MOTHER THERESA CATHOLIC EDUCATION FOUNDATION, INC.
2. The name and address of the registered agent and office is:

RICHARD CARNELL  
1900 OLD DIXIE HIGHWAY  
FT. PIERCE, FL 34946

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby 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.

  
RICHARD CARNELL  
Registered Agent

1-31-2017  
Date

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