

215544

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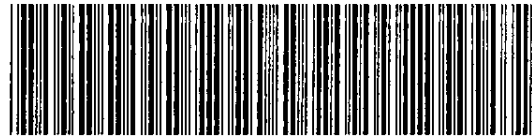
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE SALESIAN SISTERS OF TAMPA, INC.

DOCUMENT NUMBER: N15544

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

Please return all correspondence concerning this matter to the following:

KAREN BUCK

(Name of Contact Person)

WALLER & MITCHELL

(Firm/ Company)

5332 MAIN ST

(Address)

NEW PORT RICHEY, FL 34652

(City/ State and Zip Code)

KAREN.BUCK@RDWALLER.COM

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

For further information concerning this matter, please call:

KAREN BUCK

(Name of Contact Person)

at (727) 847-2288

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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

Articles of Amendment
to
Articles of Incorporation
of

THE SALESIAN SISTERS OF TAMPA, INC.

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

N15544

(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:

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)

315 W. COLUMBUS DR.

TAMPA, FL 33602

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

315 W. COLUMBUS DR.

TAMPA, FL 33602

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:

SR. HELEN GODIN, FMA

2611 N. MASSACHUSETTS AVE.

New Registered Office Address:

(Florida street address)

TAMPA

(City)

Florida 33602

(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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
D	CARMEN PENA	659 BELMONT AVE. N. HALEDON, NJ 07508	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
D	JOANNE HOLLOMAN	659 BELMONT AVE. N. HALEDON, NJ 07508	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article III Purpose - See Attached

Article IV Members - Changed to Directors & Manner of Election - See Attached

Article V - Registered Agent Changed to Indemnification - See Attached

Article VI - Officers & Directors - Changed to Dissolution - See Attached

Articles VII & VII - Incorporated into other Articles - See Attached

The date of each amendment(s) adoption: March 21, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 March 22, 2011

Signature S. Phyllis Neves, FMA
(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)

SR. PHYLLIS NEVES, FMA
(Typed or printed name of person signing)

Provincial Superior
(Title of person signing)

**Amended and Restated Articles of Incorporation of
THE SALESIAN SISTERS OF TAMPA, INC.**

(a Florida Non-Stock, Non-Profit Corporation)

ARTICLE I. NAME

The name of this corporation is:

The Salesian Sisters Of Tampa, Inc. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is

315 W. Columbus Drive, Tampa, Florida 33602.

ARTICLE III. PURPOSE

The purpose of the Corporation is to engage in the following activities:

a. To operate exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, or the corresponding provision of any subsequent Federal tax law (collectively, the "Code"). The specific activities of the Corporation are to operate exclusively for the benefit of, to perform the functions of and to carry out the purposes of the Roman Catholic Church as publicly and canonically entrusted to the religious institute of Daughters of Mary Help of Christians Salesian Sisters of St. John Bosco (hereinafter the "Institute"), which is publicly recognized as a religious institute of the Roman Catholic Church. The Corporation shall be operated in accordance with the teaching, history and traditions of the Roman Catholic Church and the Institute and shall be authorized to engage in any other lawful act or activity for which corporations may be organized under Florida law subject to the principles, tenets, and Canon Law of the Roman Catholic Church and the Constitution and directives of the Institute.

b. To support the public and charitable works of health, education and social services, religious mission and the pursuit of the vowed life as publicly witnessed in the Roman Catholic Church by the Institute, especially to promote, establish, conduct and maintain orphanages, schools, hospitals, day nurseries or other institutions for the poor and needy, destitute and homeless, sick, helpless and aged; to assist, harbor, educate and help poor or homeless children; to advocate good American citizenship and ideals and to promote upright principles, good morals and civic advancement; and to perform such other acts as may be incident, convenient and necessary to carry out said object and purposes, including but not limited to owning, holding, maintaining and improving any and all property, either real or

personal, which the Corporation may acquire by purchase, gift or otherwise and erecting, building, equipping and conducting such buildings or improvements that may be deemed proper.

c. To solicit and receive contributions from whatever sources, whether unrestricted or for designated purposes, and hold the same for such designated purposes or subject to such conditions as may be specified in the terms of the gift or grant.

d. 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 any candidate for public office.

e. Notwithstanding any other provisions of these Article of Incorporation, the Corporation shall not carry on other activities not permitted to be carried on (i) by a corporation exempt from the Federal Income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Amendment thereto) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future amendment thereto).

ARTICLE IV. DIRECTORS AND MANNER OF ELECTION

a. The number of the Directors shall be between three and seven, but in no event shall go below three. The Board shall consist of the persons who from time to time serve as the Provincial and Councilors of the St. Philip the Apostle Province of the Daughters of Mary Help of Christians, Salesian Sisters of St. John Bosco, a Roman Catholic religious institute of pontifical rite (hereinafter "Salesian Sisters"). Each Director who is a Provincial or Councilor of the Salesian Sisters shall hold office for so long as she serves as the Provincial or Councilor, as the case may be, and whenever such person is replaced in such position by a successor, she shall thereupon cease to be a Director of the Corporation. In the event that there is no member of the Provincial Council who resides in Florida, the Board may also elect at least one Director from among the membership of the Salesian Sisters who reside in Florida.

b. The Corporation shall have no members. Except as otherwise provided by law, these Articles of Incorporation or any By-laws of the Corporation, the business and affairs of the Corporations shall be managed and all powers of the Corporations shall be exercised by the Board of Directors.

c. 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 make reimbursement of reasonable expenses incurred on behalf of the Corporation.

ARTICLE V. INDEMNIFICATION

a. Officers and Directors of the Corporation shall not be personally liable for monetary damages as such for any action taken or failure to take action other than as expressly

provided in any present or future provision of Florida law. It is the intention of this section to limit the liability of the officers and Directors of the Corporation to the fullest extent permitted by applicable Florida law, as the same may be enforced from time to time. No amendment of the Corporation's Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article to a current or former Director or officer with respect to any act or omission that occurred prior to such amendment or repeal.

b. The Corporation shall indemnify and advance expenses to a Director or officer or former Director or officer in and may indemnify and advance expenses to any current or former employee or agent, to the full extent permitted by law. No amendment of the Corporation's Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article to a current or former Director or officer with respect to any act or omission that occurred prior to such amendment or repeal.

ARTICLE VI. DISSOLUTION

Upon the dissolution of the Corporation, no director, officer or other private person shall receive or be entitled to receive any of the Corporation's assets, but the Board of Directors shall have the Corporation pay or make provision for the payment of its liabilities and then distribute all of its remaining assets to Daughters of Mary Help of Christians Salesian Sisters of St. John Bosco if it is in existence at the time of the dissolution and would qualify as a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code. If no such organization is in existence, then to such one or more corporations, or other entities, designated by the Board of Directors as are conducted under the auspices of the Roman Catholic Church and are organized and operated exclusively for religious, charitable or educational purposes and shall at the time qualify as an exempt charitable organization under Section 501(c) (3) of the Internal Revenue Code, subject to any approval or direction as may then be required by law of a judge of the Superior Court of the State of Florida or any other court or judge having jurisdiction.

Sr. Phyllis Neves, FMA

SR. PHYLLIS NEVES, FMA, President

Sr. Antoinette Cedrone, FMA

SR ANTIONETTE CEDRONE, FMA, Secretary

Dated: 3-21-11