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Amended  
Restated

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Saint John the Baptist - Jean Rabel, Inc.

**DOCUMENT NUMBER:** N16000002811

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

Please return all correspondence concerning this matter to the following:

Cailin M. Harris, Esq.

(Name of Contact Person)

Brown Rudnick LLP

(Firm/ Company)

One Financial Center

(Address)

Boston, MA 02111

(City/ State and Zip Code)

charris@brownrudnick.com

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

For further information concerning this matter, please call:

Cailin Harris

617

856-2470

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:

☒ \$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 10, 2016

CAILIN M. HARRIS, ESQ.  
BROWN RUDNICK LLP  
ONE FINACIAL CENTER  
BOSTON, MA 02111

SUBJECT: SAINT JOHN THE BAPTIST-JEAN RABEL, INC.  
Ref. Number: N16000002811

We have received your document for SAINT JOHN THE BAPTIST-JEAN RABEL, 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):

Amended and Restated Articles for a Non-Profit corporations are filed pursuant to 617.1007, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The date of adoption of each amendment must be included in the document.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 016A00021778

RECEIVED  
16 OCT 21 PM 1:10  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**SAINT JOHN THE BAPTIST-JEAN RABEL, INC.**

(Pursuant to Section 617.1007, Florida Statutes)

Saint John the Baptist - Jean Rabel, Inc., a Florida Not For Profit Corporation,

**DOES HEREBY CERTIFY:**

That the name of this corporation is Saint John the Baptist - Jean Rabel, Inc., and that this corporation was originally incorporated pursuant to Florida Not for Profit Corporation law on March 17, 2016 under the name Saint John the Baptist - Jean Rabel, Inc.

That on September 26, 2016, the Board of Directors duly adopted resolutions amending and restating the Articles of Incorporation of this corporation, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as follows:

**ARTICLE I - Name**

The name of the corporation is:

Saint John the Baptist – Jean Rabel, Inc. (the “Corporation”).

**ARTICLE II - Principal Office**

The principal place of business address of the Corporation is:

276 SW 128<sup>th</sup> Terrace  
Newberry, FL 32669

The mailing address of the Corporation is:

276 SW 128th Terrace  
Newberry, FL 32669

**ARTICLE III - Purpose**

This Corporation shall be organized exclusively for religious, educational, charitable, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”). Subject to Article IV hereof, the Corporation may engage in any lawful act of activity for which corporations may be organized under Title XXXVI (Business Organizations), Chapter 617 (Corporations Not For Profit) of the Florida Statutes (the “Florida Not For Profit Corporation Act”), or the corresponding chapter of any future Florida Statutory law, including, but not limited to, the following purposes:

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2016 OCT 21 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- a) Providing medical care and treatment and improving access to health care to the poor, distressed, or underprivileged people living in Jean-Rabel, Haiti and the surrounding areas;
- b) Providing education to the poor, distressed, or underprivileged people living in Jean-Rabel, Haiti and the surrounding areas;
- c) Providing and organizing community development programs to enrich the lives of others and their marginalized families, as well as to enrich the lives of the poor, distressed, or underprivileged people, living in Jean-Rabel, Haiti and the surrounding areas;
- d) Doing and performing all acts reasonably necessary to accomplish the purposes of the Corporation;
- e) Soliciting and receiving contributions from any and all sources and to receive and hold, in trust or otherwise, funds received by gift or bequest;
- f) Partnering in any enterprise that it would have power to conduct by itself;
- g) Exercising all of the powers granted by the Florida Not for Profit Corporation Act, as now in force or as hereafter amended; provided, however, that such powers shall not be exercised for the purpose of conducting for profit a trade or business unrelated to its tax exempt purposes; and
- h) Carrying on any other activity in support of and to benefit the above purposes as may be carried on by an organization described in Section 501(c)(3) of the Code.

#### **ARTICLE IV - Tax-Exempt Provisions**

1. **Tax-Exempt Status.** It is the intent of this Corporation that it be exempt from Federal income taxation and that contributions to it be deductible pursuant to Section 170 of the Code. Accordingly, notwithstanding anything else to the contrary in these Amended and Restated Articles of Incorporation for Saint John the Baptist-Jean Rabel, Inc. ("Articles of Incorporation"), the Corporation shall be operated exclusively for religious, educational, charitable, or scientific purposes as said terms are defined pursuant to Sections 170(c)(2) and 501(c)(3) of the Code, and all purposes and powers herein shall be construed consistent with this intent.
2. **No Private Inurement.** No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III hereof.
3. **Prohibited Activities.** 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 by publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal

income taxation under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute, or cause to be distributed, all assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or 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.
5. Successor Laws. All references herein (a) to the Internal Revenue Code refer to the Internal Revenue Code of 1986 as now in force or as hereafter amended, or any successor statute and (b) to the Florida Not For Profit Corporation Act or any chapter thereof refer to said laws now in force or as hereafter amended

#### **ARTICLE V - Manner of Election**

The manner in which the directors are elected and appointed is:

As provided for in the bylaws.

#### **ARTICLE VI - Registered Agent**

The name and address of the registered agent is:

Ann Collett  
276 SW 128 Terrace  
Newberry, FL 32669

#### **ARTICLE VII - Incorporator**

The name and address of the Incorporator is:

James Patton  
1102 NW 104th Terrace  
Gainesville, FL 32606

#### **ARTICLE VIII - Officers and/or Directors**

The officer(s) and/or director(s) of the corporation is/are:

Title: PRESIDENT  
ANN COLLETT  
276 SW 128TH TERRACE  
NEWBERRY, FL. 32669 US

Title: SECRETARY  
CHERYL KENNEDY

6654 SW 90TH STREET  
GAINESVILLE, FL. 32608 US

Title: TREASURER  
BRUCE PRINGLE  
8502 STEEPLECHASE  
WICHITA, KS. 67202 US

Title: DIRECTOR  
JANINE PLAVAC  
4704 SW 97TH TERRACE  
GAINESVILLE, FL. 32608 US

Title: DIRECTOR  
REGINALD JEAN-MARY  
110NE 62ND ST  
MIAMI, FL. 33138 US

Title: DIRECTOR  
JAMES PATTON  
1102 NW 104TH TERRACE  
GAINESVILLE, FL. 32608 US

**ARTICLE IX - Other Lawful Provisions**

The other lawful provisions for the conduct and regulation of the business and affairs of the Corporation are set forth in this Article IX:

1. Powers. Subject to all the limitations set forth in, or referred to by, other provisions of this Articles of Incorporation, the Corporation shall have, and may exercise in furtherance of its corporate purpose:
  - a) all of the applicable powers specified in the Florida Not For Profit Corporation Act, as amended from time to time;
  - b) the power to solicit and receive contributions from any and all sources and to receive and hold, in trust or otherwise, funds received by gift or bequest; and
  - c) all other lawful powers necessary or convenient to effect any or all of the purposes for which the Corporation was formed;

provided, however, that no such power shall be exercised in a manner inconsistent with (A) the Florida Not For Profit Corporation Act or (B) the exemption from taxation under Section 501(c)(3) of the Code.

2. Indemnification. The Corporation shall, either in the Corporation's Bylaws or by contract, indemnify the directors, officers, employees and agents, whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if applicable law is hereafter modified to permit indemnification in situations where it was not theretofore permitted, then such indemnification may be permitted to the full extent permitted by such law as amended.

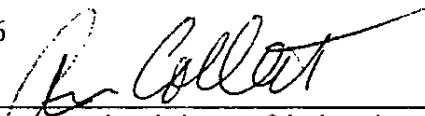
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3. Elimination of Directors' Personal Liability. No officer or director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability. No amendment to or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such officer or director occurring prior to the date of such amendment or repeal.



Adoption of Amendment(s)

There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Dated: 9/26/16

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)

Printed Name of Person Signing: Ann Collett

Title: President