

N17000003351

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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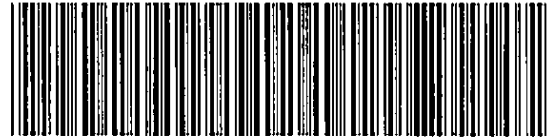
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 JUL 17 PM 4:38

JUL 20 2017
C McNAIR



June 7, 2017

Florida Department of State – Division of Corporations
ATTEN: Cheryl R. McNair
RE: Magellan Inn Corp Ref. Number: N17000003351

FILED
CLERK OF COURT
DIVISION OF CORPORATIONS
2017 JUL 17 PM 4:32

Dear Cheryl,

As per our phone conversation today, I could not find the first check I wrote coming through my bank. So I have written a new check and it is attached to the third page. Please, if you don't find it, please call me. I stapled it to the page.

I titled the Amended Articles as you indicated; they are also attached in this package. Thank you so much for all your help in this matter, you have been very kind and considerate. Talking to you is like a breath of fresh air. Keep up the good work!

Sincerely,

Steven Schafer
Grant Writer and Board Member of Magellan Inn Corp.

COVER LETTER

TO: Amendment Section
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 JUL 17 PM 4:32

NAME OF CORPORATION: MAGELLAN IM Corp.

DOCUMENT NUMBER: N17000003351

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

Please return all correspondence concerning this matter to the following:

STEVEN SCHAFER
(Name of Contact Person)

MAGELLAN IM Corp.
(Firm/ Company)

1410 MAGELLAN DR. Rm #1
(Address)

SARASOTA, FL 34243
(City/ State and Zip Code)

JWSR@CYAHO.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

STEVEN SCHAFER at 970-576-6452
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 JUL 17 PM 4:32

Articles of Amendment
to
Articles of Incorporation
of

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

N17000003351
(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)

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:

New Registered Office Address:

(Florida street 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

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			_____

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

SEE ATTACHED "ARTICLES OF INCORPORATION"

Articles of Amendments
To
ARTICLES OF INCORPORATION
of
Magellan Inn Corp.
A Florida Nonprofit Corporation

I.—The Corporation is organized under the laws of the State of Florida, exclusively for charitable, 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The specific purposes for which the Corporation is organized include, but are not limited to, the following:

1.) The Magellan Inn Corp. provides to the homeless Veterans and other homeless individuals a Transitional Facility providing temporary shelter. The purpose of the Facility is to provide for the immediate needs of homeless while permitting them to search for work, and once employed, to save enough money to acquire living quarters, transportation, and other needs in order for them to become productive parts of their community.

2.) We are a nonprofit charitable organization dedicated to serving and willingly share our gifts, abilities, training, and experiences to provide humanitarian assistance and education, through an outreach of love and compassion. We are also committed to providing an outlet for corporations to share their abundance with those in need, to be used for humanitarian and charitable purposes.

II.—The Board of Directors and Members shall initially consist of five persons. Thereafter, the number of Directors shall be as determined by the Bylaws, but shall not be less than three. The names of the persons who are designated to act as the initial Directors and Members, until the organizational meeting, are as follows:

- 1. Christopher A. Popeck – President/General Coordinator**
- 2. Larry Popeck – Vice-President/Secretary**
- 3. Steven Schafer - Board Member**

The initial Board of Directors, named above, shall serve until their successors are selected at the organizational meeting and have been installed as initially elected Directors, in accordance with the Bylaws of the Corporation.

III.—The Board of Directors shall, at an organizational meeting to be conducted within two months after incorporation has been completed, provide and issue Bylaws which

shall set forth the operating procedures which shall control the conduct of the business of the Corporation.

The Bylaws shall set forth the procedures to be followed for confirming and amending these Articles of Incorporation, and for adopting and amending the Bylaws. However, any amendment of the Articles which would impair the tax-exempt status of the Corporation, or which would allow money to be used for nonexempt purposes, is expressly prohibited.

IV.—The Corporation shall not have the power to issue stock. No dividends or pecuniary profits shall be declared or paid to members of the Corporation.

V.—In order to accomplish the purposes set forth above, the Corporation shall have and may exercise all of the rights, privileges, and powers now or hereafter conferred by law upon nonprofit corporations organized under and pursuant to the laws of the State of Florida, as set forth in the Florida Nonprofit Corporation Act.

The Corporation shall also have the authority and powers enumerated herein:

A. To seek and to accept gifts, grants, endowments, and contributions, in the form of money or interests in property, both real and personal, and to use, retain, or dispose of such gifts, grants, endowments, and contributions for the furtherance of the purposes of the Corporation;

B. To borrow or to raise money or credits for any purposes of the Corporation and to make, execute, and issue promissory notes, bonds, warrants, debentures, or other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any and/or all thereof and the interest thereon or expenses related thereto by mortgage upon, or pledge, conveyance, or assignment in trust of the whole, or any part, of the assets or property of the Corporation;

C. To acquire, by lease or purchase, and to own, hold, mortgage, sell, convey, or otherwise to dispose of or encumber property, both real and personal, of the Corporation, without limitation as to class, description, or value;

D. To acquire, by lease or purchase, the offices, facilities, materials, or equipment necessary to accomplish the purposes of the Corporation;

E. To have and to maintain one or more offices or places of operation for the purposes of the Corporation; and

F. To secure the services, for the proper remuneration, of persons, corporations, or companies as may be necessary to carry out the purposes of the Corporation.

VI.—

A. The Corporation does not contemplate pecuniary gain or profit for the benefit

of the members thereof and is organized for nonprofit purposes, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distributions in furtherance of its purposes.

B. Notwithstanding any provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (ii) by the corresponding provisions of any future United States Internal Revenue Law.

C. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable or educational purposes. No part of the profits or net income of the Corporation shall ever inure to the benefit of any Director or officer of the Corporation, or to the benefit of any private individual.

D. The Corporation shall not participate or intervene in any political campaign (including the publication and distribution of statements on behalf of any candidate for public office). However, at any time, the Corporation may elect to make expenditures to influence legislation pursuant to Internal Revenue Code Sections 501(h) and 4911. In any event, the Corporation shall not devote a substantial part of its assets to influencing legislation, nor shall it make lobbying expenditures in excess of its "lobbying nontaxable amount" for the tax year.

VII.—Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

VIII.—

A. Indemnification: The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person who is or was a Director, officer, agent, fiduciary, or employee of the Corporation against any claim, liability, or expense arising against or incurred by such person made party to a proceeding, because of actions or failures to act on behalf of the Corporation.

B. Limitation on Director's Liability: No Director of the Corporation shall have any personal liability for monetary damages to the Corporation for breach of his fiduciary duty as a Director, except that this provision shall not eliminate or limit the personal liability of a Director to the Corporation for monetary damages for: (i) any breach of the Director's duty of loyalty to the Corporation; (ii) acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of law; (iii) voting for or assenting to a distribution in violation of law or the Articles of Incorporation, if it is established that the Director did not perform his duties in compliance with law, provided that the personal liability of a Director in this circumstance shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of law or the Articles of Incorporation; or (iv) any transaction from which the Director directly or indirectly derived an improper personal benefit. Nothing contained herein will be construed to deprive any Director of his right to all defenses ordinarily available to a Director, nor will anything herein be construed to deprive any Director of any right he may have for contribution from any other Director or other person.

-end-

The date of each amendment(s) adoption: 6/15/2017, if other than the date this document was signed.

Effective date if applicable: 6/15/2017
(no more than 90 days after amendment file date)

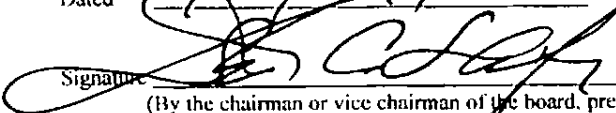
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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


6/15/2017


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)

Steven Schaffer

(Typed or printed name of person signing)

 Board Member

(Title of person signing)