

N1700000 7388

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

(Business Entity Name)

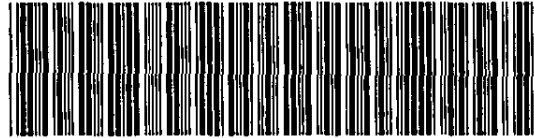
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2018 FEB -9 PM 4:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: We Care Clinic, Inc.

DOCUMENT NUMBER: N17000007388

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

Please return all correspondence concerning this matter to the following:

Priscilla Nagbuya-Potestades

(Name of Contact Person)

We Care Clinic, Inc

(Firm/ Company)

1067 Palama Way

(Address)

Lantana, FL 33462

(City/ State and Zip Code)

potestades63@comcast.net

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

For further information concerning this matter, please call:

Priscilla Nagbuya-Potestades

(561)

254-4578

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 &
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

WE CARE CLINIC

February 5, 2018

Florida Department of State
Division of Corporations
Attention: Ms. Claretha Golden
Regulatory Specialist II
P.O. Box 6327
Tallahassee, FL 32314

Re: WE CARE CLINIC, INC.
Ref. Number: N17000007388
Letter Number: 418A00001208

Dear Ms. Golden,

Please find attached copy of the letter you sent to our organization.

Please find the attached Articles of Amendment to the Articles of Incorporation specifying the article number /article titles deleted and added. The amendments reflected the verbiage required by IRS for consideration of our 501(c)3 status application.

Please do not hesitate to contact me if you have any further questions or concerns.

Thank you.

Sincerely,



Priscilla Nagbuya-Potestades
Registered Agent and Incorporator
We Care Clinic, Inc.
1067 Palama Way
Lantana, FL 33462
Cell (561) 254-4578



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2018

PRISCILLA NAGBUYA-POTESTADES
1067 PALAMA WAY
LANTANA, FL 33462

SUBJECT: WE CARE CLINIC, INC.
Ref. Number: N17000007388

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You cannot submit new Articles of Incorporation.

Please specify which article number and/or article title you are amending, adding, or deleting.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 418A00001208

RECEIVED

FEB -9 PM 2:35

CLARETHA GOLDEN
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of
WE CARE CLINIC, INC.

FILED

2018 FEB -9 PM 4:30

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

N17000007388

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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: N/A

New Registered Office Address:

(Florida street address)

N/A

(City)

N/A

(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.

N/A

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>

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>P</u>	<u>Omar Worrell</u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input checked="" type="checkbox"/> Remove			<u></u>
2) <input type="checkbox"/> Change	<u>P</u>	<u>Priscilla Nagbuya-Potestades</u>	<u>1067 Palama Way</u>
<input checked="" type="checkbox"/> Add			<u>Lantana, FL 33462</u>
<input type="checkbox"/> Remove			<u></u>
3) <input type="checkbox"/> Change	<u>V</u>	<u>Vivienne Graves</u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input checked="" type="checkbox"/> Remove			<u></u>
4) <input type="checkbox"/> Change	<u>V</u>	<u>Omar Worrell</u>	<u>7721 Springfield Lake Drive</u>
<input checked="" type="checkbox"/> Add			<u>Lake Worth, FL 33467</u>
<input type="checkbox"/> Remove			<u></u>
5) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
6) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>

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

PLEASE SEE ATTACHED SHEETS (AMENDED ARTICLES OF INCORPORATION)

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

(attach addition sheets, if necessary). (Be specific).

Article I

Add the title **Name**

Add **1.01 Name**

Article II

Delete previous entire entry: The principal place of business address

Add the title **Duration**

Add **2.01 Duration**

The period of duration of the corporation is perpetual.

Article III

Delete previous entire entry: The specific purpose for which the corporation is organized

Add the title **Purpose**

Add **3.01 Purpose**

We Care Clinic, Inc. is a non-profit corporation and shall operate exclusively for religious, charitable, scientific, or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. In particular, the purposes of the corporation shall be to provide access to free and quality healthcare to the uninsured, low income, and underprivileged members of the community.

3.02 Non-Profit

We Care Clinic, Inc. is designated as a non-profit corporation.


Article IV

Delete previous entire entry: The manner in which directors are elected or appointed

Add the title: **Non- Profit Nature**

Add **4.01 Non-Profit Nature**

We Care Clinic, Inc. is organized exclusively for religious, charitable, scientific, or educational 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 corresponding



section of any future federal tax code. No part of the net earnings of We Care Clinic, Inc 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

We Care Clinic, Inc is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability


No officer or director of this corporation shall be personally liable for the debts or obligations of We Care Clinic, Inc of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the We Care Clinic, Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the We Care Clinic, Inc hereunder shall be selected by the discretion of a majority of the managing body of the We Care Clinic, Inc and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the We Care Clinic, Inc by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a



purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V

Delete previous entire entry: The name and Florida street address of the registered agent.

Add the title **Board of Directors**

Add **5.01 Governance**

We Care Clinic, Inc. shall be governed by its board of directors.

5.02 Directors

The general management of the Corporation shall be vested in its Board of Directors. The Board of Directors shall have and exercise all powers which may be exercised or performed by the

Corporation under the laws of the State of Florida. The members of the Board of Directors shall be appointed and removed as provided for in the Bylaws.

The directors of the corporation shall be:

Title President

NAGBUYA-POTESTADES, PRISCILLA
1067 PALAMA WAY
LANTANA, FL 33462

Title Vice President

WORRELL, OMAR
7721 SPRINGFIELD LAKE DRIVE
LAKE WORTH, FL 33467

Title Secretary

PATTALITAN, PENELOPE
1309 NW 161 AVENUE
PEMBROKE PINES, FL 33028

Title Treasurer


HAMILTON, VELMA
467 PINE TREE COURT
ATLANTIS, FL 33462

Title Treasurer

CHEN, PARLET
5660 ROYAL PALM BEACH BLVD
WPB, FL 33411

Article VI

Delete previous entire entry: The name and the address of the incorporator



Add the title **Membership**

Add **6.01 Membership**

We Care Clinic, Inc shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article VII

Delete previous entire entry: The initial officers and or directors of the corporation

Add the title **Amendments**

Add **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Article VIII

Delete the previous entire entry: the effective date for this corporation shall be

Add the title **Addresses of the Corporation**

Add **8.01 Corporate Address**

The address of the corporation is:

WE CARE CLINC INC.
6240 DODD RD
GREENACRES, FL 33413

The mailing address of the corporation is:

WE CARE CLINC INC.
1067 PALAMA WAY
LANTANA, FL 33462

Add Article IX

Add the Title **Appointment of Registered Agent**

Add **9.01 Registered Agent**

The registered agent of the corporation shall be:

NAGBUYA-POTESTADES, PRISCILLA C
1067 PALAMA WAY
LANTANA, FL 33462

Add Article X

Add the title **Incorporator**

Add "The incorporator of the corporation is as follows:

NAGBUYA-POTESTADES, PRISCILLA C
1067 PALAMA WAY
LANTANA, FL 33462"

The date of each amendment(s) adoption: December 16, 2017, if other than the date this document was signed.

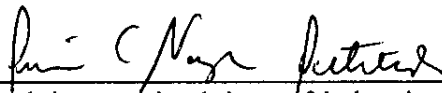
Effective date if applicable: December 16, 2017
(no more than 90 days after amendment file date)

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 December 16, 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)

PRISCILLA NAGBUYA-POTETADES

(Typed or printed name of person signing)

CHAIRMAN OF THE BOARD

(Title of person signing)