

N18000003961

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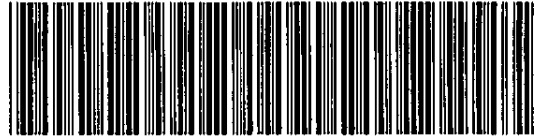
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May 7, 2018

Sent via facsimile (850) 245-6897

Cheryl R. McNair
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: CARMELITES OF MARY IMMACULATE, FLORIDA, INC.
Ref. No.: N18000003961

Dear Ms. McNair,

Pursuant to your letter dated May 1, 2018 (letter number 818A00008923) regarding the Amended Articles of Incorporation for the above referenced not for profit corporation, attached is the corrected Amended Articles of Incorporation. Would you please file same and provide a certified copy of the Certificate of Status as requested? A check was sent to your office in the amount of \$52.50 with the first request to amend articles and your records should reflect receipt of the payment. Please telephone me should you have any questions or need anything further. Thank you for your assistance to this matter.

Yours truly,



PALERMO MALLION
Legal Assistant to Dennis E. Guidi

/pm
Enclosure

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF CARMELITES OF MARY IMMACULATE FLORIDA, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

Pursuant to Section 617.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of Carmelites of Mary Immaculate Florida, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on March 27, 2018. Document No. N18000003961.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation on April 25, 2018. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I

1.01 CORPORATE NAME. The name of this corporation is:

CARMELITES OF MARY IMMACULATE FLORIDA, INC.

ARTICLE II

2.01 TERMS OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual.

ARTICLE III

3.01 PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated exclusively for charitable, educational, religious and humanitarian purposes consistent with the requirements for qualifications as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter, "the Code"), and for such other purposes as are consistent with its maintaining qualification as an exempt organization under Code section 501(c)(3).

(b) The corporation shall restrict its operations to the promotion of charitable, educational, religious and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation

to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 herein.

ARTICLE IV

4.01 **NONSTOCK CORPORATION**. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V

5.01 **REGISTERED OFFICE**. The Registered Office of the corporation in the state of Florida is:

Dennis E. Guidi, Esquire
1837 Hendricks Avenue
Jacksonville, Florida 32207

ARTICLE VI

6.01 **PRINCIPAL OFFICE**. The street address of the initial principal office of the corporation in the state of Florida is

*11730 Old St. Augustine Road
Jacksonville, FL 32258*

ARTICLE VII

7.01 **DIRECTORS**. The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and Bylaws. The corporation shall at all times have at least two (2) directors and no more than five (5) directors. The directors shall be appointed and removed by the member(s), subject to the approval of the CMI Provincial. All action taken by the Board of Directors is subject to the approval of the member(s) and the CMI Provincial. The initial Board of Directors are: Rev. Fr. Sebastian Kaithamattam George, and Rev. Fr. Jose Panthaplamthottiyil.

ARTICLE VIII

8.01 **MEMBERSHIP**. This corporation shall have no less than one (1) and no more than ten (10) member(s). The initial member of the corporation is: Rev. Fr. Sebastian Kaithamattam George, Provincial Coordinator, and his successors in office.

ARTICLE IX

9.01 **DISTRIBUTION OF ASSETS UPON DISSOLUTION.** Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, subject to the approval of the member(s).

ARTICLE X

10.01 **AMENDMENT.** These Articles may be amended in the manner provided by law; provided, however that any such amendment shall require the affirmative vote of the then incumbent member(s) of the Board of Directors and the approval of the member(s).

ARTICLE XI

11.01 **BYLAWS.** The initial bylaws of the corporation shall be adopted by the initial Board of Directors. The Board of Directors may change, amend, adopt or repeal the Bylaws as provided therein, subject to the approval of the member(s).

ARTICLE XII

12.01 **INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY.** This corporation shall indemnify the directors and officers of this corporation to the fullest extent permitted by applicable law. No director or officer of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XIII shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE XIII

13.01 **REGISTERED AGENT.** The name and address of the registered agent is:

Dennis E. Guidi, Esquire
1837 Hendricks Avenue
Jacksonville, Florida 32207

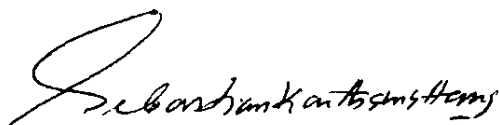
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


DENNIS E. GUIDI, Registered Agent

April 25, 2018
DATE

The foregoing amendments and restatement of the Articles of Incorporation were adopted by all of the Directors of the Corporation pursuant to the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation and its restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned directors have executed these Amended and Restated Articles of Incorporation this 25th day of April 2018.


FATHER SEBASTIAN KAITHAMATTAM GEORGE
Director

04/25/18
DATE


FATHER JOSE JOSEPH PANTHAPLAMTHOTTIYIL
Director

04/25, 2018
DATE