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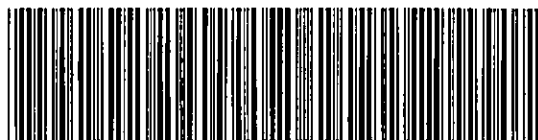
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C. GOLDEN

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Silkworth Club, Inc.

DOCUMENT NUMBER: N19000002268

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

Please return all correspondence concerning this matter to the following:

Kreg Kinney

(Name of Contact Person)

The Silkworth Club, Inc.

(Firm/ Company)

2520 N Waterleaf Dr

(Address)

St Augustine, FL 32092

(City/ State and Zip Code)

President@SilkworthClub.org

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

For further information concerning this matter, please call:

Kreg Kinney

563

543-5833

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

**The Silkworth Club, Inc.
2520 N Waterleaf Dr
St Augustine, FL 32092**

13 December 2019

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Response to Letter Number 419A00024442

We received your Letter Number 419A00024442 (enclosed), called your office for clarification of the requirements, and are enclosing what we believe to be the proper form for our Articles of Amendment to Articles of Incorporation.

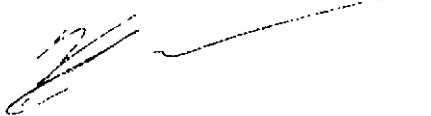
Per direction from your office, we made the following changes:

1. Changed the title of the document to "Amended and Restated Articles of Incorporation . . ." (page 1)
2. Added the Adoption of Amendment language to Article IX (page 4).

We trust that the Amended Articles are now acceptable for filing.

Thank you very much for your assistance with this matter.

Sincerely,



Kreg Kinney, President

Encl: Copy of Letter Number 419A00024442
Amended and Restated Articles of Incorporation



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 3, 2019

KREG KINNEY
2520 N WATERLEAF DRIVE
ST. AUGUSTINE, FL 32092

SUBJECT: THE SILKWORTH CLUB, INC.
Ref. Number: N19000002268

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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: 419A00024442

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**Amended and Restated
Articles of Incorporation
Of
The Silkworth Club, Inc.**

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

NAME AND DURATION

- a) The name of the corporation (the "Corporation") shall be The Silkworth Club, Inc.
- b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation will be located at 2520 N. Waterleaf Dr., St Augustine, FL 32092, or at such other address as may be determined by the Board of Directors.

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) The Corporation is organized and shall be operated exclusively for the promotion of religious, charitable and educational, purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law. The mission of the Corporation is to serve 12-step and recovery groups by providing space for meetings, opportunity for fellowship, and a safe, positive environment for recovery.
- (b) Notwithstanding any other provision of these Articles of Incorporation:
 - (i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual shall be entitled to share

in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed, in equal shares, between Serenity Club of St Augustine, Inc., and the San Marco Club, Inc. (Jacksonville, FL). If one of these organizations is no longer in existence, the entire distribution shall be to the remaining organization. If both organizations are no longer in existence or distribution fails for any reason, then to an entity established for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE IV

POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

ARTICLE V

MEMBERSHIP

Any member of Alcoholics Anonymous ("AA"), Narcotics Anonymous ("NA"), Alanon, or other 12-step recovery groups meeting at The Silkworth Club, Inc., who has not less than 30 days of continuous sobriety, clean time, or functional equivalent, may apply for membership to the Corporation and may be approved for membership under such conditions as may be adopted by the Board of Directors. Any membership may be canceled by the Board of Directors for violation of rules or regulations adopted by authority of the Bylaws of the Corporation, for the orderly operation of the club.

ARTICLE VI

DIRECTORS

- (a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.
- (b) The directors shall serve without compensation.
- (c) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be less than five (5).

ARTICLE VII

BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws as provided therein.

ARTICLE VIII

LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

- (a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;
- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time.

These Amended and Restated Articles of Incorporation were adopted this 24th day of March 2019, by the Board of Directors. Effective date is 24 March 2019.

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: 13 December 2019

By: _____

Kreg Kinney, President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE SILKWORTH CLUB, INC.

2. The name and address of the registered agent and office are:

Kreg A. Kinney

2520 N. Waterleaf Dr.

St. Augustine, Florida 32092

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: 12/13/15

By: _____

Kreg A. Kinney, Registered Agent