

Florida Department of State
Division of Corporations
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To:

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SANCTUARY CLINICS, INC.**

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February 1, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SANCTUARY CLINICS, INC.
13639 ALLAMANDA CIRCLE
PORT CHARLOTTE, FL 33981US

SUBJECT: SANCTUARY CLINICS, INC.
REF: N19000011014

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The cover page says you submitted 12 pages but we only received 5 pages and signature page is not received.

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.

Yasemin Y Sulker
Regulatory Specialist III

FAX Aud. #: H21000036429
Letter Number: 521A00002261

COVER LETTER

TO: Amendment Section
Division of Corporations

((H21000036429 3)))

NAME OF CORPORATION: SANCTUARY CLINICS, INC.

DOCUMENT NUMBER: N19000011014

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

Please return all correspondence concerning this matter to the following:

DAVID S. HOSKINS

(Name of Contact Person)

SANCTUARY CLINICS, INC.

(Firm/ Company)

114 NW DIXIE STREET

(Address)

GREENVILLE, FLORIDA 32331

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

DAVID S. HOSKINS

(Name of Contact Person) at _____
(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SANCTUARY CLINICS, INC.
A FLORIDA NON-PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of this corporation is now changed by these Third Amended and Restated Articles of Incorporation, to SANCTUARY CLINICS, INC. (sometimes referred to herein as the or this "Corporation"), and it is a not-for-profit corporation organized under the laws of the State of Florida. The Corporation was filed on October 17, 2019, under the name of The Sanctuary At Honey Lake, Inc., and assigned Document Number N19000011014, and the name of this Corporation was changed to The Sanctuary at Honey Lake Clinic, Inc., by Second Amended and Restated Articles of Incorporation filed on November 10, 2020. The name of this Corporation was changed to SANCTUARY CLINICS, INC., by Articles of Amendment filed on December 7, 2020. The business of the Corporation will be conducted as SANCTUARY CLINICS, INC.

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSES**

The Corporation is formed as a not-for-profit corporation for any lawful purposes not expressly prohibited under the Florida Not For Profit Corporation Act, and shall operate exclusively for charitable, religious, literary, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent such activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of the Corporation are:

- a. Minister the Word of God.
- b. Conduct regular religious worship services through various forms of ministries.
- c. Promote and encourage, through ministries of the Corporation, cooperation with other organizations ministering within the community.
- d. Spread the word of the Gospel by ministering to all through seminars, radion, television, and other forms of mass media.

- e. Conduct a local and international Church by the direction of the Lord Jesus Christ, and under the leadership of the Holy Spirit in accordance with all the provisions set forth in the Bible.
- f. Maintain local facilities to propagate the gospel of Jesus Christ both at home and in foreign lands, and to support and send missionaries throughout the world.
- g. License and ordain qualified individuals.
- h. Collect and disburse any and all necessary funds for the maintenance of the Corporation and the accomplishment of its purpose within the State of Florida and elsewhere around the world.
- i. Collect from and make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- j. Conduct spiritual retreats and bible camps.
- k. Create and manage mental health and substance abuse behavior health treatment centers.
- l. Create and broadcast addiction and mental health programming in various languages for worldwide market.
- m. Publish and produce periodicals and journals.
- n. Conduct spiritual and educational seminars and congresses.

The Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invests and administer any gifts, legacies, bequests, funds, and property of any sort or nature, and to use, expend and/or donate the income and/or principal thereof for, and to devote the same to the foregoing purposes of the Corporation; and to do any and all lawful acts and things that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code, as it now exists or as it may hereafter be amended.

ARTICLE IV NON-PROFIT NATURE

4.01 Prohibited Distributions:

The Corporation is organized exclusively for charitable, religious, literary, educational and scientific purposes. No part of the net earnings of the Corporation 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 herein. The Corporation 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 charitable, religious, literary, educational and scientific 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 of Incorporation.

4.02 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. No substantial part of the Corporation's activities shall be the carrying on for 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.

4.03 Personal Liability:

No officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation 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 the Corporation.

4.04 Dissolution:

Upon termination or dissolution of the Corporation, 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 Corporation hereunder shall be selected by the discretion of a majority of the managing body (being the Board of Directors) of the Corporation and if its members or Directors as applicable 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 Corporation 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.

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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 the 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.

ARTICLE V BOARD OF DIRECTORS

5.01 Governance By Board of Directors:

The Corporation shall be governed by its Board of Directors, and the powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by its Board of Directors. The number of Directors may be increased or decreased from time to time, but shall never be less than three (3). The method of selecting the Directors is as stated in the Bylaws of the Corporation.

5.02 Current Directors:

The current Directors of the Corporation are:

DAVID S. HOSKINS
114 NW Dixie Street
Greenville, Florida 32331

KIMBERLY D. NACHTWEY
13639 Allamanda Circle
Port Charlotte, Florida 33981

STEPHEN O. ABURIME
114 NW Dixie Street
Greenville, Florida 32331

PETER SHAWN HOSKINS
2300 East Cary Street
Richmond Virginia 23223 _____

ARTICLE VI OFFICERS

6.01 Appointment of Officers:

The Corporation shall also have a President, a Secretary and a Treasurer, who shall be appointed by the Board of Directors, and whose duties shall be as set forth in the Bylaws. One person may hold more than one office. The Board of Directors may also appoint one or more Vice-

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Presidents and other officers as deemed desirable by the Board of Directors.

6.02 Current Officers:

The current officers of the Corporation are:

President:
DAVID S. HOSKINS
114 NW Dixie Street
Greenville, Florida 32331

Vice-President, Secretary:
KIMBERLY D. NACHTWEY
13639 Allamanda Circle
Port Charlotte, Florida 33981

Treasurer:
STEPHEN O. ABURIME
114 NW Dixie Street
Greenville, Florida 32331

ARTICLE VII
MEMBERSHIP

Membership in the Corporation is open to all who profess their faith openly in our Lord Jesus Christ and agree with the purposes and objectives set forth herein and in the Bylaws of the Corporation. There shall be one class of membership (the "Members"), and the Board of Directors must approve all applications for membership. Likewise, the Board of Directors may terminate a Member's membership in the Corporation. The management of the affairs of the Corporation shall be vested exclusively in its Board of Directors. As such, the Members are not entitled to cast a vote in person, by proxy or otherwise that is binding on the Corporation, all as is consistent with Section 617.061(3) and 617.0721(1), Florida Statutes.

ARTICLE VIII
AMENDMENTS

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the Board of Directors.

ARTICLE IX
ADDRESSES OF THE CORPORATION

The principle place of business for the Corporation is located at:

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SANCTUARY CLINICS, INC.
114 NW Dixie Street
Greenville, Florida 32331

The mailing address of the Corporation is:

SANCTUARY CLINICS, INC.
Post Office Box 57
Greenville, Florida 32331

ARTICLE X
APPOINTMENT OF REGISTERED AGENT

The registered agent of the Corporation is and shall be:

Kimberly D. Nachtwey
13639 Allamanda Circle
Port Charlotte, FL 33981

ARTICLE XI
INCORPORATOR

The Incorporator of the Corporation was:

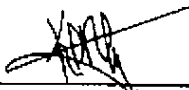
Kimberly D. Nachtwey
13639 Allamanda Circle
Port Charlotte, FL 33981

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**CERTIFICATE OF ADOPTION OF THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

The undersigned Directors of the Corporation, constituting all of the Directors of the Corporation, have adopted and hereby adopt these Third Amended and Restated Articles of Incorporation, and affirm that the facts stated herein are true. We are aware that false information submitted in a document to the State of Florida constitutes a third degree felony as provided for in Section 817.155, Florida Statutes. We understand the requirement to file an annual report with the State of Florida every year to maintain "active" status. There are no Members entitled to cast a vote.

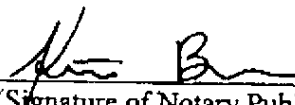
IN WITNESS WHEREOF, the undersigned Directors, Officers and Incorporator have hereunto set their hands and seals this 25 day of January, 2021.



KIMBERLY D. NACHTWEY
Incorporator, Vice-President, Secretary and Director

STATE OF FLORIDA
COUNTY OF Madison

The foregoing instrument was acknowledged before me by means of ☒ physical presence and ☐ online notarization, this 25 day of January, 2021, by KIMBERLY D. NACHTWEY, before me known to be the person described as the Incorporator, Vice-President, Secretary, and Director of SANCTUARY CLINICS, INC., and who executed the foregoing Third Amended and Restated Articles of Incorporation, and acknowledged before me that she subscribed to these Third Amended and Restated Articles of Incorporation, and who is personally known to me or who produced Driver's License as identification.



(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of
Notary Public)



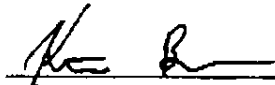
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DAVID S. HOSKINS
President and Director

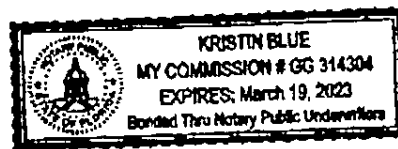
STATE OF FLORIDA
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of ☐ physical presence ☒ online notarization, this 25 day of January, 2021, by DAVID S. HOSKINS, before me known to be the person described as the President and Director of SANCTUARY CLINICS, INC., and who executed the foregoing Third Amended and Restated Articles of Incorporation, and acknowledged before me that he subscribed to these Third Amended and Restated Articles of Incorporation, and who is personally known to me or who produced Drivers License as identification.

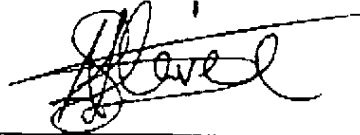


(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of
Notary Public)



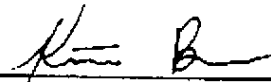
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STEPHEN O. ABURIME
Treasurer and Director

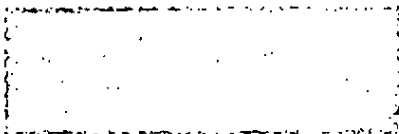
STATE OF FLORIDA
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☒ online notarization, this 25 day of January, 2021, by STEPHEN O. ABURIME, before me known to be the person described as the Treasurer, and Director of SANCTUARY CLINICS, INC., and who executed the foregoing Third Amended and Restated Articles of Incorporation, and acknowledged before me that he subscribed to these Third Amended and Restated Articles of Incorporation, and who is personally known to me or who produced Drivers License as identification.



(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of
Notary Public)

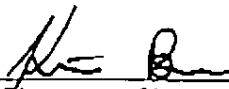


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PETER SHAWN HOSKINS
Director

STATE OF FLORIDA
COUNTY OF MADISON

The foregoing instrument was acknowledged before me by means of ☐ physical presence ~~or~~ online notarization, this 25 day of January, 2021, by PETER SHAWN HOSKINS, before me known to be the person described as the and Director of SANCTUARY CLINICS, INC., and who executed the foregoing Third Amended and Restated Articles of Incorporation, and acknowledged before me that he subscribed to these Third Amended and Restated Articles of Incorporation, and who is personally known to me or who produced Drivers License as identification.


(Signature of Notary Public--State of Florida)

(Print, Type, or Stamp Commissioned Name of
Notary Public)



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

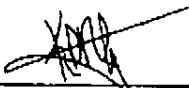
SANCTUARY CLINICS, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 114 NW DIXIE STREET, GREENVILLE, FLORIDA 32331, HAS NAMED KIMBERLY D. NACHTWEY, WHOSE PHYSICAL ADDRESS IS 13639 ALLAMANDA CIRCLE, PORT CHARLOTTE, FL 33981, AND WHOSE MAILING ADDRESS IS 13639 ALLAMANDA CIRCLE, PORT CHARLOTTE, FL 33981, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



DAVID S. HOSKINS
President

Dated: Jan 25, 2021

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



KIMBERLY D. NACHTWEY
Registered Agent

Dated: Jan. 25, 2021