

N200000003815

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

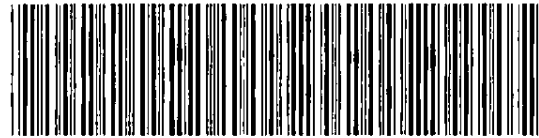
(Document Number)

Copies _____

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Instructions to Filing Officer:

Office Use Only



200403627802

*Amended
Restated
Articles*

FILED
2023 MAR -2 PM 8:51
OFFICE OF THE CLERK
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

03/01/23--01002--012 **43.75

RECEIVED
2023 FEB 28 PM 4:18
DIRECTOR'S OFFICE
CORPORATIONS
TALLAHASSEE, FLORIDA

A. RAMSEY

MAR 03 2023

*00789, 00524, 02575, 00671

BRYANT MILLER OLIVE P.A.

Requester's Name

1545 Raymond Diehl Road, Suite 300

Address

Tallahassee, FL 32308

City/State/Zip

850-222-8611

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Magdalene's, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time PLEASE CALL WHEN READY ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 1, 2023

BRYANT MILLER OLIVE PA

TALLAHASSEE, FL 32308

SUBJECT: MAGDALENE'S, INC.
Ref. Number: N20000003815

We have received your document for MAGDALENE'S, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include a statement that the amended and restated articles were adopted by the board of directors and does not contain any amendments requiring member approval or if the amended and restated articles contain an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

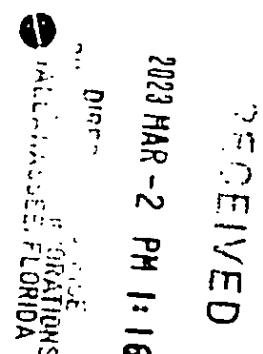
The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 223A00004813



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Magdalene's, Inc.

DOCUMENT NUMBER: N20000003815

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

Please return all correspondence concerning this matter to the following:

Jackie Bell

(Name of Contact Person)

Magdalene's Inc.

(Firm/ Company)

3268 Fordham Parkway

(Address)

Gulf Breeze, Florida 32563

(City/ State and Zip Code)

jbell@bmlaw.com

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

For further information concerning this matter, please call:

Jackie Bell

850

206-2351

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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF MAGDALENE'S, INC.

2023 MAR -2 AM 8:51

A FLORIDA "NOT FOR PROFIT" CORPORATION

DEPUTY SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons, of the age of twenty-one years or more, acting as incorporators of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended (the "Florida Not for Profit Corporation Act"), do adopt the following Amended and Restated Articles of Incorporation, which amend and restate in its entirety those certain Articles of Incorporation adopted on May 31, 2020.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Magdalene's, Inc. ("Magdalene's").

ARTICLE II
PRINCIPAL OFFICE

The principal office of Magdalene's is located at 3268 Fordham Parkway, Gulf Breeze, Florida 32563.

ARTICLE III
MAILING ADDRESS

The mailing address of Magdalene's is 3268 Fordham Parkway, Gulf Breeze, Florida 32563.

ARTICLE IV
REGISTERED AGENT

The name of the registered agent of Magdalene's is Jackie B. Bell. The address of the registered agent is Magdalene's, Inc., 3268 Fordham Parkway, Gulf Breeze, Florida 32563.

ARTICLE V
DURATION

Magdalene's shall have perpetual existence or until such time as the Board of Directors of Magdalene's shall adopt a resolution recommending that Magdalene's be dissolved pursuant to the Florida Not for Profit Corporation Act.

ARTICLE VI
MEMBERSHIP

The provisions regarding membership shall be set forth in the Bylaws.

ARTICLE VII
BOARD OF DIRECTORS

The provisions regarding the Board of Directors of Magdalene's shall be set forth in the Bylaws.

ARTICLE VIII
INCORPORATORS

The name and address of the incorporator is:

Jackie B. Bell
3268 Fordham Parkway
Gulf Breeze, Florida 32563

ARTICLE IX
CORPORATE PURPOSES

The purposes for which Magdalene's is formed are all legal purposes, including, but not limited to the following, subject to the limitations provided in Article X of these Articles of Incorporation:

Section 9.1. Aid to Survivors. Helping women survivors of prostitution, trafficking abuse and addiction through Christian-based rehabilitation, therapeutic and vocational programming, and in furtherance thereof, the encouraging, soliciting, receiving, and administering of gifts.

Section 9.2. Aid, Support and Assist Other 501(c)(3) Entities. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 9.3. All Other Lawful Activities. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing provisions, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

ARTICLE X
501(C)(3) LIMITATIONS

Section 10.1. Corporate Purposes. Notwithstanding any other provisions of these Articles of Incorporation, Magdalene's shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal tax under section 501(c)(3) of the Internal Revenue

Code or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

Section 10.2. Exclusivity. Magdalene's is organized exclusively for charitable and religious purposes.

Section 10.3. No Private Inurement. Magdalene's is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. Magdalene's shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out Magdalene's charitable and religious purposes. The property, assets, profits and net income of Magdalene's are irrevocably dedicated to charitable and religious purposes no part of which shall inure to the benefit of any individual.

Section 10.4. Advocacy and Political Campaigns. No substantial part of the activities of Magdalene's shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and Magdalene's shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office

Section 10.5. Dissolution. Upon winding up and dissolution of Magdalene's, the assets of Magdalene's remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and religious purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If Magdalene's holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which Magdalene's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Section 10.6. Private Foundation Status. In the event that Magdalene's shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, or the corresponding section of any future federal tax code, Magdalene's shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI
CORPORATE POWERS

Magdalene's shall have all powers allowed a corporation not for profit under the laws of the State of Florida, including the Florida Not for Profit Corporation Act, except for powers which would endanger Magdalene's status as a section 501(c)(3) organization.

ARTICLE XII
BYLAWS

The Board of Directors, by a majority vote of all directors then in office, shall make or amend Bylaws to govern the management and administration of Magdalene's, in a manner not inconsistent with these Articles of Incorporation.

ARTICLE XIII
AMENDMENTS

The provisions regarding amendments shall be set forth in the Bylaws.

ARTICLE XIV
INDEMNIFICATION

The provisions regarding indemnification shall be set forth in the Bylaws.

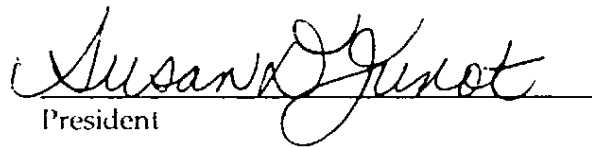
ARTICLE XV
ADOPTION BY BOARD OF DIRECTORS

These amended and restated articles were adopted by unanimous vote of the Board of Directors on January 30, 2023, and do not contain any amendments requiring member approval.

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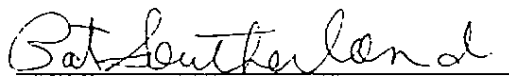
IN WITNESS WHEREOF, the undersigned, being President and Secretary of, and on behalf of Magdalene's, Inc., have executed these Articles of Incorporation this 30th day of January, 2023.

MAGDALENE'S INC.


President

Susan D. Junot

ATTEST:


Secretary

Pat Sutherland