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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ST. ANN PLACE OUTREACH CENTER, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. ANN PLACE OUTREACH CENTER, INC.,
a Florida not for profit corporation

I, the undersigned, being desirous of forming a corporation for charitable purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

ARTICLE I
NAME

The name of the corporation shall be: St. Ann Place Outreach Center, Inc., a Florida not for profit corporation (the "Corporation"), and its address is 2107 N. Dixie Highway, West Palm Beach, Florida 33407.

ARTICLE II
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing these Articles with the Secretary of the State.

ARTICLE IV
PURPOSES

The Corporation is organized as a not for profit organization in the Diocese of Palm Beach. The specific purposes of the Corporation are:

A. To provide services in a manner consistent with the moral teachings of the Roman Catholic Church to the homeless population of West Palm Beach, Florida, and as a ministry of St. Ann Catholic Church.

B. The general purposes for which the Corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

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C. To take and receive by gift, grant, bequest, devise or otherwise any and all property of and sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the Corporation, including the principal as well as income thereof, to carry out the purposes of the Corporation;

D. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;

E. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

**ARTICLE V
QUALIFICATION OF MEMBERS**

The Corporation shall have one (1) initial Member. The initial Member of the Corporation shall be The Very Reverend Nestor L. Rodriguez, V.F., as Pastor of St. Ann Roman Catholic Church, West Palm Beach, Florida. The initial Member may appoint additional Members in his sole discretion.

**ARTICLE VI
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the Incorporator is:

The Very Rev. Nestor L. Rodriguez, V.F.
Pastor
St. Ann Catholic Church
310 North Olive Avenue
West Palm Beach, Florida 33401

**ARTICLE VII
OFFICERS**

Section 1. The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other Officers as may be provided in the Bylaws. A person may hold more than one office at one time.

Section 2. The names of the persons who shall serve as Officers of the Corporation until the first meeting of the Board of Directors are:

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NAME	OFFICE
The Very Rev. Nestor L. Rodriguez, V.F.	President
John C. Pescosolido	Vice President/Secretary
Megan E. Gary	Treasurer

Section 3. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall have three Directors initially, one of whom shall be the Pastor of St. Ann Catholic Church. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three. The Member(s) of the Corporation shall appoint the Directors. The Member(s) may remove any and all of the Directors from the Board, with or without cause and at any such time as they may determine in their sole discretion.

The names and addresses of the persons who are to serve as Directors for the ensuing years, or until the first annual meeting of the Corporation are:

Very Rev. Nestor L. Rodriguez, V.F.
Pastor
St. Ann Catholic Church
310 North Olive Avenue
West Palm Beach, Florida 33401

John C. Pescosolido
4406 Lacey Oak Drive
Palm Beach Gardens, FL 33410

Megan E. Gary
11756 Valencia Gardens Avenue
Palm Beach Gardens, FL 33410

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ARTICLE IX
BYLAWS

The Member(s) of the Corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as they may deem necessary.

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The Bylaws may be amended, altered or rescinded by the Member(s) of the Corporation at any regular meeting or special meeting called for that purpose.

**ARTICLE X
AMENDMENTS**

These Articles of Incorporation may be amended by the Member(s) of the Corporation at any regular or special meeting called by the Member(s) for that purpose.

**ARTICLE XI
CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the code of Canon Law, the religious directives of the Diocese of Palm Beach, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

**ARTICLE XII
LIMITATIONS ON ACTIVITIES**

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 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 of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Code), or by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations serving the homeless selected by the Member(s) which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code and none of the assets will be distributed to any member or director of the Corporation, provided, however, that the Corporation may confer benefits in the

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form of distributions, in dissolution or otherwise, upon a not for profit corporate member described in Section 501 (c)(3) of the Code.

ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of the Corporation at the address is J. Patrick Fitzgerald, Esquire.

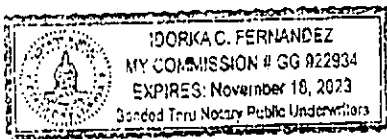
IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 22 day of December, 2022, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

Nestor L. Rodriguez

The Very Rev. Nestor L. Rodriguez, V.F.
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me, by means of physical presence or online notarization, this 22 day of December, 2022, by Very Rev. Nestor L. Rodriguez, V.F., as Incorporator of St. Ann Place Outreach Center, Inc., a Florida not for profit corporation, on behalf of the Corporation. He is personally known to me or He has provided _____ as identification.



NOTARY PUBLIC - STATE OF FLORIDA

Print, type or stamp Commissioned Name of Notary Public:

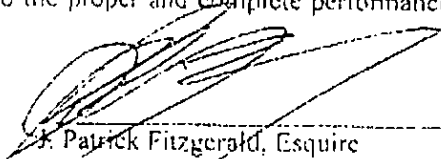
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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for St. Ann Place Outreach Center, Inc., a Florida not for profit corporation (the "Corporation"), at 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.05054 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091, and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.



J. Patrick Fitzgerald, Esquire
Registered Agent

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CERTIFICATION

The date of each amendment(s) adoption: 12/22/22

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 12/22/22
 Signature Nestor Rodriguez
 (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)

Very Rev. Nestor L. Rodriguez, V.F.
 (Typed or printed name of person signing)

President
 (Title of person signing)

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