

# N22718

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**GREEN ISLE FOUNDATION, INC.**

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ARTICLES OF AMENDMENTS  
TO  
ARTICLES OF INCORPORATION  
OF  
GREEN ISLE FOUNDATION, INC.  
Florida Document Number: N22718

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

This amendment is submitted to amend the following [check all that apply]:

Amending name. The new name of this Corporation is:

(The new name must be distinguishable and contain the word "corporation," or "incorporated" or the abbreviation "Corp.," or "Inc.," "Company" or "Co." may not be used in the name.

Amending principal office or mailing address:

New principal office address [must be a street address]:

2001 Mercy Drive, Suite 101

(Enter street address)

Orlando, FL 32808

(City)

(State)

(Zip Code)

New mailing address [may be a post office box]:

2001 Mercy Drive, Suite 101

(Enter street address)

Orlando, FL 32808

(City)

(State)

(Zip Code)

Amending registered agent and/or registered office address:

Name of New Registered Agent: William R. Lowman, Jr.  
(must sign below)

New Registered Office Address:

Shuffield Lowman & Wilson, P.A.

(Enter Florida street address)

1000 Legion Place, Suite 1700

Orlando, Florida 32801

(City)

(Zip Code)

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*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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes.*

  
Signature of New Registered Agent

- Amending the Officers and/or Directors of record:**  
(Enter the name and title of each officer and director being removed, and the name, title and address of each officer or director being added or changed)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
D	<u>Father Charles Brown</u>	<u>2001 Mercy Drive</u> <u>Orlando, FL 32808</u>	Add <input checked="" type="checkbox"/> Change
VP	<u>Sam Pennington, Esq.</u>	<u>14012 Old Hwy 50</u> <u>Clermont, FL 34711</u>	Add Change <input checked="" type="checkbox"/> Remove
S	<u>Julia Law</u>	<u>250 South Main Avenue</u> <u>Groveland, FL 34736</u>	Add Change <input checked="" type="checkbox"/> Remove
T	<u>Mr. Steve Cook</u>	<u>1650 CR 470</u> <u>Okahumpka, FL 34762</u>	Add Change <input checked="" type="checkbox"/> Remove
DT	<u>Donald S. Brown</u>	<u>6235 Whip-O-Will Lane</u> <u>St. Cloud, FL 34711</u>	Add <input checked="" type="checkbox"/> Change Remove
DP	<u>Lori Costantino Brown</u>	<u>2001 Mercy Drive</u> <u>Orlando, FL 32818</u>	<input checked="" type="checkbox"/> Add Change Remove
DS	<u>Grady S. McMurtry</u>	<u>4698 Hall Road</u> <u>Orlando, FL 32817</u>	<input checked="" type="checkbox"/> Add Change Remove
D	<u>Patricia Madouse</u>	<u>8085 N Cadiz Court</u> <u>Orlando, FL 32836-8710</u>	<input checked="" type="checkbox"/> Add Change Remove

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- Amending Other Information:  
(Be specific; attach additional sheets if necessary. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment)

The articles of incorporation are amended and restated as follows:

ARTICLE I  
NAME

The name of this Corporation shall be GREEN ISLE FOUNDATION, INC.

ARTICLE II  
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be as follows:

2001 Mercy Drive, Suite 101  
Orlando, FL 32808

The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III  
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation commenced its existence on September 28, 1987, and it shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV  
PURPOSES

The general purpose of this Corporation shall be to operate exclusively for charitable, religious, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles, including the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code"); provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purposes for the Corporation shall be to promote and provide guidance and counseling as well as to provide housing, education, physical and spiritual support, vocational and rehabilitation guidance and instruction (i) to needy, abused or troubled children and youths,

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and (ii) to wives and children of those persons found within jails and prisons. The Corporation shall carry on and conduct activities and undertakings as shall advance the understanding and growth of the purposes for which the Corporation is formed.

ARTICLE V  
GENERAL POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- (i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

- (j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.
- (l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- (m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.
- (n) To have and exercise all powers necessary or convenient to effect its purpose.
- (o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE VI  
PROHIBITED ACTIVITIES

The Corporation shall not allow any part of the net earnings of the Corporation to inure to the benefit of or be distributable to any private person, member, director or officer of the Corporation (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 in Article IV hereinabove), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of or in opposition to any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VII  
MEMBERSHIP

This Corporation shall not have members.

ARTICLE VIII  
BOARD OF DIRECTORS

The directors shall be elected and the number of directors may be either increased or diminished from time to time by the Board of Trustees as provided in the Bylaws, provided however, the number of directors shall not be less than five (5).

ARTICLE IX  
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Trustees, as provided in the Bylaws.

ARTICLE X  
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except to the fullest extent possible under law.

ARTICLE XI  
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority of the Board of Trustees.

ARTICLE XII  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

References to "the Code" herein shall mean the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future United States Internal Revenue Law in effect at any time.

ARTICLE XIII  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, shall be distributed as the Board of Trustees shall determine for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. 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, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

[Balance of Page Intentionally Left Blank]



**Adoption of Amendment(s):**

The Amendment(s) was/were adopted by:

the members, and the number of votes cast for the amendment by the members 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.

The date of adoption for each amendment: August 13, 2009

Effective date if different than the date of filing: \_\_\_\_\_  
(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date)

Dated: 9/25/09

Lori Costantino Brown  
(Signature)

Lori Costantino Brown  
(Typed or printed name of person signing)

President  
(Title of person signing)