

# N23000000114

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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

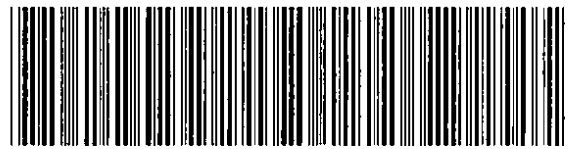
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2023 AUG 17 10:00 AM

S NO. LRTC

AUG 17 2023

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Palm Beach Physicians Guild, Inc.

DOCUMENT NUMBER: N23000000114

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

Please return all correspondence concerning this matter to the following:

Maria S. Leavy

(Name of Contact Person)

Leavy Law PA

(Firm/ Company)

800 Village Square Crossing, Suite 216

(Address)

Palm Beach Gardens, FL 33410

(City/ State and Zip Code)

Maria@LeavyLawFirm.com

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

For further information concerning this matter, please call:

Maria S. Leavy

(561) 623-2576

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 checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

Palm Beach Physicians Guild, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N23000000114

(Document Number of Corporation (if known))

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:

**A. If amending name, enter the new name of the corporation:**

n/a

*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.*

**B. Enter new principal office address, if applicable:**

n/a

*(Principal office address **MUST BE A STREET ADDRESS**)*

**C. Enter new mailing address, if applicable:**

*(Mailing address **MAY BE A POST OFFICE BOX**)*

n/a

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent:*

n/a

*(Florida street address)*

*New Registered Office Address:*

*(City)*

Florida

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	<u>n/a</u>	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Amending Article III: The specific purpose for which this corporation is organized is exclusively for: charitable, scientific,  
and educational purposes, more specifically to uphold the principles of the Catholic faith in the science and practice of  
medicine; assist the Church in the work of communicating the Catholic medical ethics to the medical profession and socceity  
at large; support Catholic hospitals in applying Catholic moral principles in health-care delivery and to enable Catholic  
physicians to know one another better and to work together with deeper mutual support. To this end, the corporation shall at

all times, be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or hereafter amended, including for such purposes, the making of distributions for organization to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Adding Article IX: At all times, the following conditions shall restrict the operations and activities of the corporation:

1. 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 organization 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 the purpose clause (Article III) hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on or propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in or intervene in (including by publication or distribution of statements) any political campaign on behalf of or in opposition to, any candidate for political office.
3. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, corresponding section of any future federal tax code, or (b) by an organization, contributions of which are

***See attached pages for additional amendments***

deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Adding Article X:

The duration of the corporate existence shall be perpetual.

Adding Article XI:

All directors shall be elected by a plurality vote of the voting members of the Board. The management of the affairs of the corporation shall be vested in the Board of Directors, as defined in the Bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The directors shall not be personally liable for the debts or obligations of the corporation of any nature whatsoever.

Adding Article XII:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of in the foregoing manner 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(s) as said court shall determine which are organized and operated exclusively for such purposes.

The date of each amendment(s) adoption: May 8, 2023, if other than the date this document was signed.

Effective date if applicable: Amendment Filing Date  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 June 22, 2023

Signature By: Felix A. 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)

Felix A. Rodriguez, MD

(Typed or printed name of person signing)

President

(Title of person signing)