

N23000002436

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Grace Counseling Center of Florida, Inc.

DOCUMENT NUMBER: N23000002436

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

Please return all correspondence concerning this matter to the following:

Joseph Cissell

(Name of Contact Person)

Dime Accounting, LLC

(Firm/ Company)

53 S Main St., Suite 300

(Address)

Alpharetta, GA 30009

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Joseph Cissell

770

789-4783

(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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Articles of Amendment
to
Articles of Incorporation
of

Grace Counseling Center of Florida, Inc.

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

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

N/A

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
N/A
New Registered Office Address: _____
(Florida street address)
_____, Florida
(City) (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	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	N/A	N/A	N/A
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			

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

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

Please see the attached Articles of Amendment to the Articles of Incorporation for Grace Counseling Center of Florida, Inc., which includes additional Articles and information.

Blank lined area for text entry.

6673 6.1.27 6.1.149

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

Effective date if applicable: _____
(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 9/28/2023

Signature 

(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)

Adrian Lenti

(Typed or printed name of person signing)

Director of Grace Fellowship, Inc. (Sole Member of the Corporation)

(Title of person signing)

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GRACE COUNSELING CENTER OF FLORIDA, INC.**

ARTICLE I. NAME

The name of the corporation is Grace Counseling Center of Florida, Inc. (the "Corporation").

ARTICLE II. AUTHORITY AND ADDRESS

The Corporation is organized pursuant to the provisions of the Florida Not for Profit Corporation Act, as amended. The principal place of business address is 2300 Pembroke Dr. Orlando, FL 32810. The mailing address of the Corporation is 2300 Pembroke Dr. Orlando, FL 32810.

ARTICLE III. CORPORATE PURPOSE AND LIMITATIONS

Part 1: The Corporation is a public charity, and is organized and operated exclusively for religious, charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code ("the Code"), or the corresponding section of any future federal tax code. Subject to the Code, the Corporation will have all powers authorized for nonprofit corporations under the Florida Not for Profit Corporation Act. Notwithstanding these Articles, the Corporation will not have authority to conduct any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Part 2: As a means of accomplishing the foregoing purposes, the Corporation will have the power to engage in any lawful act or activity necessary or appropriate to the attainment of those purposes; provided, however, that notwithstanding any other provision of these Articles of Incorporation, the Bylaws, or any other provision of law, the Corporation will not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under section 501(c)(3) of the Code, or (ii) an organization to which contributions are deductible under section 170(c)(2) of the Code. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

Part 3: No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate

in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV. ELECTION OF DIRECTORS

The manner in which directors are elected or appointed is provided for in the Bylaws of the Corporation.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is 2300 Pembroke Dr, Orlando, FL, 32810, in the County of Orange. The registered agent of the Corporation is Adrian Lenti.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator is:
Dime Accounting, LLC
53 S Main St.
Alpharetta, GA 30009

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of not fewer than five individuals. The Board of Directors will have all the rights, powers, and authority granted to a Board of Directors under Florida law. The qualifications, composition, term, and method of electing the individual Directors will be determined by the Bylaws of the Corporation. The initial Board of Directors shall be composed as follows:

Mike Adkins, President
Rick Garrett, Secretary
Adrian Lenti, Treasurer & Registered Agent
Kelly Adkins, Vice President
Lauren Lashbrook, Vice President

All subsequent elections to the Board of Directors will be made according to the provisions and terms of the Corporation's Bylaws.

ARTICLE VIII. DURATION AND MEMBERS

The Corporation will have perpetual duration. The Corporation's sole member will be Grace Fellowship, Inc.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the Corporation, and after paying or making provisions for the payment of all the legal liabilities of the Corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will 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 or organizations, as the court determines, which are organized and operated exclusively for such purposes.

ARTICLE X. LIMITATION OF LIABILITY AND INDEMNIFICATION

The personal liability of all directors of the Corporation is hereby eliminated for monetary damages for breach of duty of care or other duty as a director. However, this provision will not eliminate or limit liability when a director:

1. Appropriates any business opportunity of the Corporation, in violation of his or her duties;
2. Commits any acts or omissions which involve intentional misconduct or a knowing violation of laws; or
3. Engages in the behavior set forth in section 617.0832, Florida Statutes; or
4. Engages in any transaction from which the director receives an improper personal benefit;

ARTICLE XI. CONTINGENT RESTRICTIONS

In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article XI. will apply and the Corporation will:

1. Not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the Corporation to tax under Section 4941 of the Code;
2. Distribute its income for each taxable year for the purposes specified in Article VI, at such time, manner, and in the amount necessary to avoid subjecting the Corporation to tax under Section 4942 of the Code;
3. Not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the Corporation to tax under Section 4943 of the Code;

4. Not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation (within the meaning of Section 4944 of the Code) that would subject the Corporation to tax under Section 4944 of the Code; and,
5. Not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the Corporation to tax under Section 4945 of the Code.

[Remainder of Page Intentionally Left Blank – Signature Page Follows]

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The Articles of Amendment to the Articles of Incorporation contained herein were approved and adopted on this 28 day of September, 2023, by the Sole Member of the Corporation.

IN WITNESS WHEREOF, the undersigned execute these Amended Articles of Incorporation this 28 day of September, 2023.



Adrian Lenti, Executive Business Director
Grace Fellowship, Inc

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