

N23000003959

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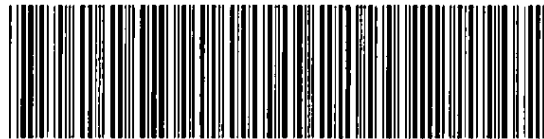
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NAME CHANGE AND AMENDED AND RESTATED ARTICLES OF
INCORPORATION FOR ARCHANGEL RAPHAEL CLINIC, INC.

Entity Information

The name of the filing entity is ARCHANGEL RAPHAEL CLINIC, INC., a Florida nonprofit corporation formed on March 20, 2023, and whose file number issued by the State of Florida is N23000003959.

Restatements and Amendments

There are no members, the Trustees are elected or adopted pursuant to the bylaws, and the following restatements and amendments to the Articles of Incorporation were adopted by a majority vote of the Board of Trustees on June 13, 2023:

Articles 1-13 of the previously filed Articles of Incorporation and all previously filed articles and amendments shall be replaced with the following articles and article numbers:

ARTICLE 1
NAME CHANGE

The name of the Corporation is ST. LUKE CLINIC OF JACKSONVILLE, INC.

ARTICLE 2
NON PROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to one or more of the Coptic Orthodox medical clinics in the Coptic Orthodox Patriarchate - Diocese of Southern United States, organized and operated exclusively for medical and charitable purposes and qualifying as exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Florida franchise tax. If upon dissolution no Coptic Orthodox medical clinic exists, the Corporation's assets shall be distributed pursuant to the Uniform By-Laws of the Coptic Orthodox Medical Clinics in the Coptic Orthodox Diocese of the Southern United States. In the absence of a Coptic entity, state law shall apply to the dissolution.

ARTICLE 3
DURATION

The Corporation shall continue in perpetuity.

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ARTICLE 4
PURPOSES

The purposes for which the Corporation is organized are to perform medical and charitable activities within the meaning of Internal Revenue Code and the Florida Tax Code. The Corporation shall be governed by the Uniform By-Laws of the Coptic Orthodox Medical Clinics in the Coptic Orthodox Diocese of the Southern United States and the Uniform By-Laws of the Coptic Churches in North America.

ARTICLE 5
POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Florida Business Organizations Statute. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6
RESTRICTIONS AND REQUIREMENTS

The Corporation shall have no power to take any action prohibited by the Florida Business Organizations Statute.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code.

ARTICLE 7
MEMBERSHIP

The Corporation shall have no members. The Trustees are appointed pursuant to Article 9 herein.

ARTICLE 8
REGISTERED OFFICE AND AGENT

The street address of the registered office and principal office of the Corporation is 10679 Old St Augustine Rd, Jacksonville, FL 32257. The name of the registered agent at this office is Amir Younan, a.k.a. Father Philopateer Younan. The principal place of business is the principal office with the address of 10679 Old St Augustine Rd, Jacksonville, FL 32257.

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ARTICLE 9
BOARD OF TRUSTEES

The Corporation shall be governed by a Board of Trustees consisting of no less than three members. The Bishop of the Coptic Orthodox Patriarchate - Diocese of Southern United States and his successors in office, shall, by virtue of this office, be a Trustee of this Corporation. **Two or more persons selected by the Bishop** of the Coptic Orthodox Patriarchate – Diocese of Southern United States shall also be trustees of this Corporation, and the Bishop of the Coptic Orthodox Patriarchate – Diocese of Southern United States and the other such persons shall together constitute the Board of Trustees thereof. The Trustees of ST. LUKE CLINIC OF JACKSONVILLE, INC. shall exercise their powers in accordance with the rules, statutes, regulations and usages of the Coptic Church of Alexandria adopted by Synodical Committee for the Coptic Churches in Immigration, provided, however, that no act or proceeding of the Trustees of this Corporation shall be valid without the approval of the Bishop of the Coptic Orthodox Patriarchate – Diocese of Southern United States in which the corporation is located, or, in case of his absence or inability to act, without the approval of the Vicar of such Diocese or Archdiocese and in addition to the Trustees, this provision includes officers and any other individual or group of individuals claiming to act on behalf of ST. LUKE CLINIC OF JACKSONVILLE, INC. The number of Trustees may be increased or decreased by adoption or amendment of bylaws. The Board of Trustees shall consist of the following persons at the following addresses:

Name of Trustee	Address
H G Bishop Youssef-Trustee	P.O. Box 1005, Colleyville, Texas 76034
Bishop Basil-Trustee	4951 S. Washington Ave, Titusville, Florida 32780
Amir Younan, aka Father Philapateer Younan-Trustee	10679 Old St Augustine Rd, Jacksonville, FL 32257
Michael Nicoula, M.D., a.k.a. Father Fam Nicoula-Trustee	518 Creekside Court, Safety Harbor, Fl 34695

ARTICLE 10
MANAGEMENT AND ADMINISTRATION OF BOARD OF DIRECTORS

The Board of Trustees shall appoint and renew the board of directors pursuant to the bylaws of the corporation and the board of directors shall consist of a minimum of one physician licensed in the state of Florida. The management and administration of the board of directors shall be consistent with the statutes and regulations of the state of Florida.

The Corporation shall take no action(s) contrary to the rules, statutes, regulations and usages of the Coptic Orthodox Church of Alexandria adopted by the Synodical Committee for the Coptic Orthodox Churches in Immigration, or contrary to the policies of the Bishop of the Coptic Orthodox Diocese of the Southern United States.

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ARTICLE 11
LIMITATION ON LIABILITY OF TRUSTEES

A Trustee is not liable to the Corporation for monetary damages for an act or omission in the Trustee's capacity as Trustee except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 12
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Trustee or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Trustees shall have the power to define the requirements and limitations for the Corporation to indemnify Trustees, officers, or others related to the Corporation.

ARTICLE 13
CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Statement of Approval

The foregoing name change, amendments and restatements have been made in accordance with the provisions of the Florida Business Organizations Statute. The name change, amendments to the Articles of Incorporation, and the restated Articles of Incorporation have been approved in the manner required by the Florida Business Organizations Statute and by the governing documents of the Corporation. This document becomes effective when filed by the Florida Secretary of State.

Required Statements

The foregoing name change, amendment and restated Articles of Incorporation accurately states the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation being restated that is in effect, and as further amended by the restated Articles of Incorporation. The attached amended and restated Articles of Incorporation does not contain any other change in the Articles of Incorporation being restated except for the information permitted to be omitted by the provisions of the Florida Business Organizations Statute applicable to the filing entity.

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Execution

The undersigned, Amir Younan, a.k.a. Father Philopateer Younan, affirms that the person designated as registered agent in the Name Change, Amended, and Restated Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

ST. LUKE CLINIC OF JACKSONVILLE, INC.

Signature
Name:

Amir Adel Younan aka Fr Philopateer

Amir Younan, a.k.a. Father Philopateer Younan, Trustee, registered agent, and incorporator of ST. LUKE CLINIC OF JACKSONVILLE, INC.

Address:
Email:

10679 Old St Augustine Rd, Jacksonville, FL 32257
frphilopateeryounan@gmail.com

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