

N28072

(Requestor's Name)

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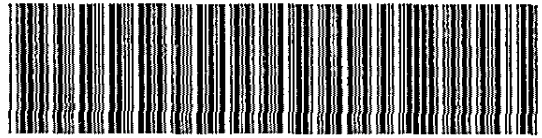
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amend Estab  
3-12-07



January 29, 2007

VIA OVERNIGHT DELIVERY SERVICE

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation/Diocesan Council of Orlando,  
Society of St. Vincent De Paul, Inc.

Ladies and Gentlemen:

Please find enclosed for filing the following documents:

1. Duplicate executed Amended and Restated Articles of Incorporation of Diocesan Council of Orlando, Society of St. Vincent De Paul, Inc.
2. Check number 1030 in the amount of \$43.75 for the filing fee and Certified Copy.

Please forward the certified copy to my attention. If you need anything, please feel free to contact me.

Sincerely,

Barbara A. Kerchner  
Manager of Legal Services  
407.362.5600  
407.206.5724 (fax)

**Resort Development & Hospitality Group**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 1, 2007

BARBARA KERCHNER  
8680 COMMODITY CIRCLE  
ORLANDO, FL 32819-9000

SUBJECT: DIOCEAN COUNCIL OF ORLANDO-SOCIETY OF ST. VINCENT  
DE PAUL, INC.  
Ref. Number: N28072

We have received your document for DIOCEAN COUNCIL OF ORLANDO-SOCIETY OF ST. VINCENT DE PAUL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 907A00007815

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**DIOCEAN COUNCIL OF ORLANDO - SOCIETY OF ST. VINCENT DE PAUL, INC.**  
**A FLORIDA CORPORATION NOT FOR PROFIT**

These Amended and Restated Articles of Incorporation, which did not require member approval pursuant to Florida law and the Corporation's original Articles of Incorporation, were approved by a majority of the Board of Directors on January 19, 2007.

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation shall be: **DIOCESAN COUNCIL OF ORLANDO, SOCIETY OF ST. VINCENT DE PAUL, INC.** The corporation's principal office is located at: 5315 Abelia Drive, Orlando, FL 32819, and the mailing address is P.O. Box 1926, Orlando, FL 32801.

**ARTICLE II**

**CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III**

**CORPORATE PURPOSES**

The Corporation shall be nonprofit, organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the Corporation shall seek to assist the poor. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to assisting the poor.

No part of the net earnings of the Corporation shall inure to any member of the corporation not qualifying as exempt under Section 501 (c )(3) of the Internal Revenue Code of 1986, as amended, nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation. No substantial part of the activities of the Corporation shall constitute the carrying on of 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 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, as amended.

The Corporation shall not lend any of its assets to any officer or director of the Corporation unless such loan program is regularly conducted as part of the activities of the Corporation and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members. Nor shall the Corporation guarantee to any person the payment of a loan by an officer or director of this corporation.

#### ARTICLE IV

#### **CORPORATE POWERS**

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

#### ARTICLE V

#### **CAPITAL STOCK**

The Corporation shall not have capital stock.

#### ARTICLE VI

#### **DIRECTORS/MEMBERS**

The corporation shall have no voting members. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The Board of Directors shall not exceed twelve (12) members and shall initially consist of four (4) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation until their successors have been elected and qualified or until earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	<u>Address</u>
Bruce A. Stumbras President	5315 Abelia Drive Orlando, FL 32819
William H. Fay First Vice-President	2538 Stoneyview Road Orlando, FL 32806
George F. Ambrose Secretary	3181 Lago Vista Drive Melbourne, FL 32940
Thomas W. McNaughton Treasurer	1304 Fontana Court The Villages, FL 32159

#### ARTICLE VII

#### **NO DIRECTOR OBLIGATIONS OR PERSONAL LIABILITY**

No member, officer or Director of this Corporation shall be personally liable for any claims made against the Corporation, or any debts or obligations of this Corporation of any nature whatsoever; and no property of any members, officers or Directors shall be subject to any claims whatsoever made against the Corporation, or the payment of the debts or obligations of this Corporation.

#### ARTICLE VIII

#### **INDEMNIFICATION**

Every Director, officer and member of the Corporation shall be indemnified by the Corporation against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, officer or member of this Corporation, or any settlement thereof, whether or not they are Directors, officers or members at the time such are incurred. The decision by the Corporation to indemnify a Director, officer or member or to make advances to a Director, officer or member shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, officers or members shall be entitled. Written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Corporation and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Corporation.

**ARTICLE IX**

**AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

**ARTICLE X**

**DISSOLUTION**

Upon dissolution, all of the Corporation's assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the to the next highest council of the St. Vincent de Paul Society. 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 for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI**

**REGISTERED OFFICE AND REGISTERED AGENT**

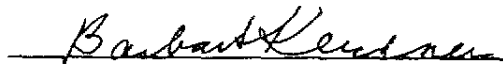
The street address of the Registered Office of the Corporation is 5315 Abelia Drive, Orlando, Florida 32819, and the name of the Registered Agent at such address is Bruce Stumbras.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on this 29 day of JAN., 2007.

  
\_\_\_\_\_  
**BRUCE STUMBRAS**  
President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29 day of January, 2007, by **BRUCE STUMBRAS**, as President of the **DIOCESAN COUNCIL OF ORLANDO, SOCIETY OF ST. VINCENT DE PAUL INC.**, a Florida corporation not-for-profit, who is personally known to me.



Signature of Notary Public

Notary Stamp/Seal:

