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**CROSS INTERNATIONAL FOUNDATION, INC.**

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*Restated Articles  
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**ARTICLES OF RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
CROSS INTERNATIONAL FOUNDATION, INC.  
A Florida Not for Profit Corporation  
N49514**

*Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Restatement of its Articles of Incorporation. The Articles of Incorporation shall be restated in their entirety as follows:*

**ARTICLE I      NAME**

The name of the Corporation shall be BE NOT AFRAID, INC. (the "Corporation").

**ARTICLE II      PRINCIPAL OFFICE**

The principal office and mailing address shall be located at 370 West Camino Gardens Boulevard, Boca Raton, Florida 33432.

**ARTICLE III      PURPOSES**

1. This Corporation is organized to promote the teaching of the Roman Catholic Church as it applies to the religious, social, cultural, economic, and developmental life of all peoples throughout the world.

2. This Corporation is further organized to promote the witness and teaching of Pope John Paul II to all nations, cultures, and peoples throughout the world.

3. This Corporation is further organized to promote and foster the study of the writings and teachings of Pope John Paul II and to promote and foster the dissemination of the fruit of such study for the benefit of all through the construction and maintenance of facilities in Krakow, Poland (the home of Pope John Paul II).

4. This Corporation is further organized to collaborate with others to foster the creation of such institutions, programs, and instruments throughout the world as shall facilitate the accomplishment of the aforementioned purposes.

5. This Corporation is further organized to manifest the love of God to the poor and indigent throughout the world in the spirit of Pope John Paul II by providing such assistance as will relieve suffering and poverty and contribute to the material and spiritual development of the poor.

6. This Corporation is organized not-for-profit and is organized and shall be operated exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code of

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1986 or the corresponding provision of any future United States Internal Revenue Law (hereinafter "Code.")

7 No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member or officer of the Corporation or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

8. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.

9. Notwithstanding any provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

10. 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 Code or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 IV MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors composed of at least three (3) but no more than (9) members. The number of Directors may be increased or decreased from time to time as the Board may determine. The manner in which the directors are elected or appointed shall be as provided in the Corporation's Bylaws.

#### **ARTICLE V MEMBERSHIP**

The Corporation shall have no members.

#### **ARTICLE VI INDEMNIFICATION**

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to

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the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE VII**      **AMENDMENTS**

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

**ARTICLE VIII**      **REGISTERED OFFICE AND AGENT**

The name and Florida street address of the registered agent are:

GY Corporate Services, Inc.  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

**CROSS INTERNATIONAL FOUNDATION, INC.**

By:   
Ann M. Brennan, President

Dated: 09 - June, 2009

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

*Having been named as registered agent and to accept service of process for Be Not Afraid, Inc., a Florida nonprofit corporation, at the place designated in this certificate, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as registered agent.*

**GY CORPORATE SERVICES, INC.**By: 

David G. Bates, Vice President

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**CROSS INTERNATIONAL FOUNDATION, INC.**  
**A Florida Not for Profit Corporation**

**CERTIFICATE**

*Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, this Florida not for profit corporation submits the following Certificate:*

**FIRST:** The name of the corporation as currently filed with the Florida Department of State is Cross International Foundation, Inc.

**SECOND:** The document number of the corporation is N49514.

**THIRD:** The corporation has no members, and therefore the Articles of Amendment do not require member approval.

**FOURTH:** The Board of Directors of Cross International Foundation, Inc. unanimously approved and adopted the Articles of Amendment.

**CROSS INTERNATIONAL FOUNDATION, INC.**

By: Ann M. Brennan  
Ann M. Brennan, President

Dated: 09 June, 2009