

N49812

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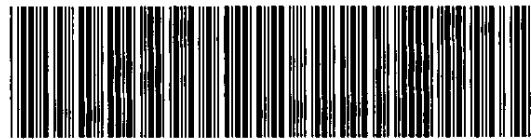
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles

TB

JUN 25 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JCAD Corporation

DOCUMENT NUMBER: N49812

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

Please return all correspondence concerning this matter to the following:

Rhonda Dorman EA

(Name of Contact Person)

Patrick Dugas CPA PA

(Firm/ Company)

559 Avenue K SE

(Address)

Winter Haven, FL 33880

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Rhonda Dorman EA

(Name of Contact Person)

at (863) 299-7277

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

JCAD Corporation

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

N49812

(Document Number of Corporation (if known))

FILED
2010 JUN 24 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

(Florida street 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

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
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_____	_____	_____	<input type="checkbox"/> Add
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(attach additional sheets, if necessary). (Be specific)

see attached *Restated* Articles of Incorporation

[illegible]

Restated **ARTICLES OF INCORPORATION
OF JCAD INC.**

ARTICLE I—Name

The name of this Corporation is "JCAD, INC.", Adjunct of Knights of Columbus Council 10484, and a Home Corporation.

ARTICLE II— Purpose and Powers

Section 1: Purposes: The Corporation has been incorporated as a not for profit corporation and is formed:

- a) To hold interest in and operate the building and property located at; 433 Florida Ave, Haines City, FL 33844 for the members of the Corporation as a meeting place for the members of Knights of Columbus Council Father Philip de Carriere, Council #10484, and groups directly associated with Council 10484.
- b) To promote charitable activities which will; benefit the Roman Catholic Church, the Parish of Saint Ann's, Knights of Columbus Council Father Philip de Carriere, Council #10484, and the Order of the Knights of Columbus.
- c) To facilitate the civic, charitable, fraternal, and patriotic activities of Knights of Columbus Council Father Philip de Carriere, Council #10484.
- d) To provide a meeting place for the Fourth Degree Assembly Archbishop Fulton J. Sheen, Assembly 3200.
- e) To provide a meeting Place for the Columbiettes Auxiliary, Father Philip de Carriere, Auxiliary #10484.

Section 2: Powers:

- a) The Corporation shall have the powers to sue and be sued, to hold, receive, lease, and purchase such real estate and personal property as may be requisite and expedient for its purpose, and to construct, sell, lease, encumber, and dispose of such property. The powers described require permission of the membership which can only be obtained at the Annual Meeting or a Special Meeting as described in ARTICLE V – MEETINGS.
- b) The Corporation shall have the powers to carry out the charitable, civic, fraternal, and patriotic activities to accomplish the purposes of the Corporation set forth in Section 1.
- c) To hold events, activities and other fund raising activities to facilitate the operation of the facilities and to promote the charitable activities of the Council.

- d) The Corporation is authorized to make charitable donations to IRS Code Section 501(c) entities, pay all debts incurred by the corporation, including normal business expenses, and make other payments as authorized by the Officers, Board of Directors and Members.

ARTICLE III – OFFICES

The Corporation shall continually maintain a registered office and agent in the County of Polk and the State of Florida, at 433 Florida Ave, Haines City, FL 33844, or other designated place officially established. The President of the Corporation shall be the official designated as Corporate Agent for the acceptance of process.

ARTICLE IV – MEMBERS

Section 1. Membership: The membership of the Corporation consists solely of Members in good standing of Father Philip de Carriere, Council #10484, of the Knights of Columbus. Termination of membership in the council for any reason shall immediately and automatically terminate corporation membership. A member so terminated will have no rights, privileges, title or interest in this Corporation.

Section 2. Non-Transferability of Membership: Membership in the Corporation is not transferable or assignable.

Section 3. Voting: Each member shall have one vote at the annual meetings of the Corporation and other special meeting when the issues are addressed to the membership.

ARTICLE V – MEETINGS

Section 1: Annual Meeting: The Annual Meeting of the members of the Corporation shall be held in the month of June each year, beginning in the year 2010, for the purposes of electing Directors of the Corporation and to transact other business presented by or to the Members. Notice of the Annual Meeting shall be given by publication in Council 10484's newsletter, announcement at the next earliest meeting of Council 10484, or by direct mailing to the members at least fifteen (15) but not more than forty-five (45) days before the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation, with postage prepaid. If it is not feasible to hold the Annual Meeting in June, the Directors shall call a special Meeting for the purpose of electing Directors and Officers of the Corporation and general business of the Corporation as soon thereafter as practicable bearing in mind the need to give proper notification as set forth herein. A quorum for the Annual Meeting shall be 15 members.

Section 2: Special Meeting: A Special Meeting may be called by the President, the Board of Directors, or by not less than one-tenth (1/10th) of the members of the Corporation. The place of meeting for the Annual and Special Meetings shall be included in the meeting notification and shall be at the JCAD, Inc. facilities located at; 433 Florida Ave, Haines City, FL 33844, provided

they are available and owned by the Corporation. . A quorum for a Special Meeting shall be 15 members.

Section 3: Notice of Special Meeting: Shall be accomplished as set forth in Section 1 at least three (3) days before the meeting and shall include a clear statement of the purpose(s) for which it is called. No unannounced business shall be conducted at such a meeting.

Section 4: Attendance: Only accredited members are entitled to attend the meetings of the Corporation. The Board of Directors may approve guest attendance if requested in advance and approved by a majority of the Directors present at the meeting. An elected Director, appointed by the Board, shall check each member's accreditation. The Knights of Columbus traveling card issued by Council 10484, shall be adequate to establish membership in the Corporation.

Section 5: Matters to be Brought Before the General Membership: All matters affecting the viability of the Corporation shall be brought before the general membership of the Corporation for a vote. This includes all major contracts, mortgages, liens, loans, or other commitment of funds or creation of debts; sales of facilities, lands, and other major projects including construction, remodeling, expansion, and upgrades of the premises or land or buildings and facilities thereon, the election of Directors, or establishment of standing committees shall be accomplished solely upon the approval of a majority of the membership at the Annual or Special Meeting called by the Corporation in accordance with these articles.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: Composition, Number and Ex-Officio Directors: The Board of Directors shall consist of the four Corporate Officers and two directors and seven ex-Officio Officers. The Corporate Officers shall be as stated in Article VII. The elected Directors shall be as provided for in Article VI, Section 2. The ex-Officio Officers shall be the; Grand Knight, Deputy Grand Knight, Financial Secretary, Treasurer, and the Trustees of Council 10484. All members of the Board of Directors shall have the right to cast a single vote on all matters brought before the Board of Directors.

Section 2: Election of Directors and Duration of Term:

- a) The six Directors will be elected by the membership at large shall be nominated and elected by a majority vote of the members of the Corporation in attendance at the Annual Meeting held in June, after Council 10484 has held elections for Council Officers. The voting shall be by written ballot for contested positions. The Corporation Secretary shall record the votes and the President shall announce the winners. (A quorum for the Annual Meeting shall be 15 members.)
- b) The three Directors elected by the Board of Directors will be elected at the June meeting of the Board of Directors, which will be held after the JCAD Corporation's annual meeting.

- c) The Board of Directors shall be elected upon adoption of these Articles to serve the balance of the corporate fiscal year, and for three year terms thereafter, the term to start on July 1. The initial election terms for Directors elected by the membership at large is as follows: two Directors for one year, two Directors for two Years and two Directors for three years. Two directors will be elected each year after the initial election.

Section 3: Vacancies: If the elected Directors positions are for any reason unable to be filled at the Annual Meeting or if a vacancy for one of the Directors occurs, a Special Meeting shall be called within one month after notice of vacancy or inability of an officer to serve is reported to the Board of Directors at a regularly scheduled meeting. A vacancy shall be declared if a member of the Board of Directors fails to attend three consecutive meetings, without cause acceptable to the Board of Directors. Vacancies shall be filled by Special Meeting announced to the membership, at least 15 days prior to the scheduled date of the meeting, for all vacancies except those occurring during the last quarter of the fiscal year. Publication of the Meeting purpose, date, and time in the Council Newsletter meets the publication requirement as does a direct mailing, notice of which is complete on the day of mailing to the last known address of record of the members in good standing. For vacancies occurring during the last quarter of the fraternal year, the Board of Director, by majority vote, may appoint a Director to fulfill the position for the remainder of the fraternal year.

Section 4: General Powers: The Board shall have the responsibilities and authorities usually entrusted to a Board of Directors, including the management of the Corporation and control of its financial affairs.

Section 5: Regular and Special Meetings of the Board of Directors:

- a) The Board shall meet monthly for the transaction of any business that may be presented to the Board. Five members of the Board of Directors shall constitute a quorum; all four officers of the corporation must be present for the quorum to be valid.
- b) Special Meetings of the Board of Directors may also be called by the President or upon the request of three or more Board members. Meetings shall have a quorum of five Board members, and may be called with three days notice to all Board members for the transaction of urgent business. All four officers of the corporation must be present for the quorum to be valid.
- c) At any regular or special meeting, any business presented to the Board will be accomplished by a majority vote of the Directors present and voting.

Section 6: Compensation: Directors shall receive no compensation for services as Directors. They may, however, be compensated for any authorized expenses incurred in the performance of their official duties.

ARTICLE VII OFFICERS

Section 1: Officers: Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. The Grand Knight and Deputy Grand Knight of Council 10484 can not be an elected officer of the JCAD Corporation.

Section 2: Duties of Officers:

- a) **President:** The President is the chief executive of the Corporation and shall preside at all meetings of the Corporation of Directors. He shall have the power to appoint committees as may be necessary, with the approval of the Board of Directors. He shall supervise and control the business operations of the Corporation. He has the authority to sign, with the Secretary of the Corporation, deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed. The Treasurer shall sign all checks together with the President by original signatures, stamped signatures are not authorized. Both signatures must be on the checks for them to be validly executed. The President shall take all necessary actions to preserve the assets of the Corporation including emergency actions necessitated by fire, flood, other natural disaster, accidents, criminal activity, etc.
- b) **Vice President:** In the absence of the President, or in the event of his inability to fulfill the duties of his office, the Vice President shall perform all the duties of the President, subject to all restrictions of the President. He shall also perform all such other duties as may be assigned to him by the President or the Board of Directors, except those specifically reserved herein to another designated office.
- c) **Treasurer:** The Treasurer shall have charge of and is responsible for all funds and securities of the Corporations. He shall deposit all funds in the name of the Corporation in such banks or financial organizations as directed by the Board of Directors. The Treasurer shall sign all checks together with the President by original signatures, stamped signatures are not authorized. Both signatures must be on the checks for them to be validly executed. In addition to the general duties of Treasurer, he will perform any other duties assigned by the President or the Board of Directors, except those specifically reserved herein to another designated office. The Corporation shall furnish bond for the faithful performance of his duties in an amount determined sufficient by the Board of Directors. An alternate to the Treasurer from the elected Directors may be appointed by the Board of Directors in case the Treasurer is unable to serve for particular activities.
- d) **Secretary:** The Secretary shall keep minutes of meetings of the Board of Directors. He will ensure that all notices required by these Articles be given in the manner prescribed. The Secretary shall ensure that all required forms and submittals are timely completed and filed as required by State or Federal licensing agencies, including the annual filing of the tax Form 990. The Secretary is the custodian of the Corporate Seal and of all, corporate records. He will ensure that the Corporate Seal is affixed to all official documents, the execution of which on behalf of the Corporation is duly authorized in accordance with the rules of these Articles. The Secretary shall keep a register of each member's postal address and phone number, which shall be furnished to him by the

Council Financial Secretary. He shall ensure a record of attendance of the members to the Hall and at events put on at the hall, as well as a guest register, is faithfully completed. He shall perform any other duties assigned by the President or the Board of Directors, except those specifically reserved herein to other designated office.

Section 6: Compensation: Officers shall receive no compensation for services as Officers. They may, however, be compensated for any authorized expenses incurred in the performance of their official duties.

Section 7: Vacancies: A vacancy in any office caused by death, resignation, removal, disqualification, or otherwise, may be filled by special election called in accordance with Article V, paragraph 5.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts: The Board of Directors may authorize the President to enter into contracts or to execute other instruments on behalf of the Corporation, not covered by Article V. Such authority may be general (for example rental agreements) or specific (for example bank accounts).

Section 2: Checks, drafts, or payments: All expenditures of funds*, other than standard business expenses (utility bills, etc.), shall be made only after approval of the Board of Directors, such motion to be made and seconded and approved by a majority of the Directors present. The Secretary shall provide a sequentially numbered voucher for all expenses to be paid to the Treasurer. The Treasurer shall draft the checks and sign together with the President by original signatures, stamped signatures are not authorized. Both signatures must be on the checks for them to be validly executed. In the absence of the President, the Vice President may be authorized to sign, and in the absence of the Treasurer, an elected Director may be authorized to sign. Cash payments may only be made when no other form of payment is practicable and then only after proper approval. * Refer to Article II, Section 2, a for restrictions.

Section 3: Mortgages, Loans, or Other Long Term Financial Commitments: Long term commitments may only be presented to the membership after discussion and approval of the Board of Directors. Such instruments may only be authorized and entered into after the approval of the General Membership at the Annual Meeting or a Special Meeting called for the purpose of presenting such requirement.

Section 4: Deposits: All funds of the Corporation shall be deposited to its credit in such banks or other financial institutions as the Board of Directors may select.

Section 5: Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device, provided such gift does not carry with it restrictions or purposes in conflict with the intent of the Corporation.

Section 6: Fund Retention:

- a) The Corporation is authorized to retain such funds as are necessary to maintain the facilities of the Corporation and pay all day to day operational expenses. This is to reserve funds for items that are paid annually such as insurance or fees.
- b) The Corporation may establish such accounts as are necessary for the retention and accumulation of capital necessary for disaster relief. Such funds shall be retained in an amount not to exceed ten percent (10%) of the then current value of the building and appurtenances thereto. Due to the nature of these funds and the potential for the account to become large it will be put into a Trust Account held by Council 10484 with a designated purpose. This account will be set up per Council 10484 By-Laws as described in Article VII, Section 6, Trust Funds.
- c) The Corporation, by direction of the Board of Directors, may establish accounts for the capital improvement or repair or replacement of capital items of equipment, e.g., kitchen expansion or replacement of major appliances; building additions or renovations; and repair or replacement of the roof, air conditioners, etc. Due to the nature of these funds and the potential for the account to become large it will be put into a Trust Account held by Council 10484 with a designated purpose. This account will be set up per Council 10484 By-Laws as described in Article VII, Section 6, Trust Funds.

Section 7: Budget: The Corporation shall publish an annual budget to its members detailing the major categories of expenses expected for the next fiscal year. The budget is a planning tool and a control device to measure performance against plan. The budget shall contain a depreciation schedule for all major items of capital investment, see Section 6. (c), and all major improvement projects to be undertaken. The budget shall be presented and approved by the Membership at the Annual Meeting of the Corporation. All major/capital projects will require approval of the JCAD Corporate members at the time funding is requested to start the project. Budget approval shall not be considered as approval of capital projects.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall be 1 July through 30 June.

ARTICLE X - CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal, which shall be an impression seal containing the name and date of the incorporation of the Corporation.

ARTICLE XI - BOOKS AND RECORDS

Section 1: Corporate Books: The Corporation shall keep correct and complete books and records of all accounts and shall also keep minutes of the proceedings of the Board of Directors. All books and records may be inspected by any member at the corporate facility. Non-Member

review of the books of the Corporation may only be accomplished upon request to and approval by the Board of Directors.

Section 2: Financial Audit: The financial books of the Corporation shall be independently audited annually by a financial firm if the gross receipts of the Corporation exceed twenty-five thousand \$25,000 dollars. Such audit shall be used for the tax reporting requirements each year. If the gross receipts from all sources are under twenty-five thousand \$25,000 dollars, the Board of Directors, at its discretion may appoint three directors, excluding the Corporate Officers, to complete an audit of the financial records of the Corporation. The results of these audits shall be reported to the Board of Directors at the meeting following the completion of the audit.

ARTICLE XII - ORDER OF BUSINESS FOR BOARD OF DIRECTOR'S MEETINGS

Section 1: Order of Business for the Board of Director's Meeting:

1. Call to Order
2. Presentation of Member's Credentials
3. Opening Prayer
4. Pledge of Allegiance
5. Reading of the Minutes
6. President's Report
7. Secretary's Report and Reading of Bills and Communications
8. Treasurer's Report
9. Report of Committees
10. Old Business
11. New Business
12. Closing Prayer

Section 2: Order of Business at the Annual Board of Director's Meeting:

1. Call to Order
2. Presentation of Member's Credentials
3. Opening Prayer
4. Pledge of Allegiance
5. Reading of the Minutes
6. President's Report
7. Vice President's Report
8. Secretary's Report
9. Treasurer's Report
10. Report of Committees
11. Election of Directors
12. Presentation of Financial Report
13. Presentation of Budget for Ensuing Year
14. Old Business
15. New Business
16. Closing Prayer

ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed and new Articles may be adopted by two-thirds of the membership present and voting at the Annual Meeting. The Articles of Incorporation shall also constitute the By-Laws of the Corporation on their adoption and approval.

ARTICLE XIV - TERMINATION OF CORPORATION

Upon termination of the existence of this Corporation all of the funds, assets, and property of any kind owned by the Corporation shall be turned over, in full, after payment of all its outstanding liabilities, to Knights of Columbus Council Father Philip de Carriere, Council #10484, for donation to a Catholic Organization recognized under the Internal Revenue Code as a Section 501(c) entity; provided the Council 10484 has imminent plans on acquiring a new facility and the creation of a new Corporation within five (5) years, in which case the Council shall maintain individual accounting of all funds and property received from the Corporation. Upon the expiration of the five year period, all then remaining property shall be converted to cash and combined with the funds of the Corporation and shall be donated as described to a Catholic 501(c) entity.

ADOPTION OF ARTICLES OF INCORPORATION

These ^{Articles} were approved by unanimous consent of all members present at a Special Meeting held on May 31, 2010, which was called for the specific purpose of amending the ^{Articles} of the Corporation.

Frederick G. Baldazzi

Frederick G. Baldazzi
Secretary

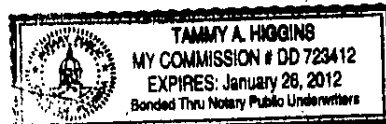
Attest:

Roger A. Winkler

President

Tammy A. Higgins

Vice-President



Personally known 6/13/2010
Tammy A. Higgins

The date of each amendment(s) adoption: 5-31-2010

(date of adoption is required)

Effective date if applicable: 5-31-2010

(no more than 90 days after amendment file date)

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 21, 2010

Signature

Roger A. Werczman

(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)

ROGER A. WERCZMAN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)