

# N920000002D1

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

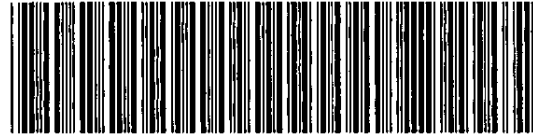
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600296249826

03/13/17--01045--024 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2017 MAR 23 PM 1:09

V HERRING  
MAR 23 2017



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 15, 2017

GERALD W. WEEDON, ESQUIRE  
MARKS GRAY, P.A.  
P.O. BOX 447  
JACKSONVILLE, FL 32201

SUBJECT: ST. EPHREM SYRIAC CATHOLIC CHURCH, INC.  
Ref. Number: N92000000201

We have received your document for ST. EPHREM SYRIAC CATHOLIC CHURCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation can not file a new set of articles. Please send only the articles that need to be amended.

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) 245-6050.

Valerie Herring  
Regulatory Specialist II

Letter Number: 717A00005029

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** St. Ephrem Syriac Catholic Church, Inc.

**DOCUMENT NUMBER:** N92000000201

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

Please return all correspondence concerning this matter to the following:

Gerald W. Weedon, Esquire

\_\_\_\_\_  
(Name of Contact Person)

Marks Gray, P.A.

\_\_\_\_\_  
(Firm/ Company)

P. O. Box 447

\_\_\_\_\_  
(Address)

Jacksonville, Florida 32201

\_\_\_\_\_  
(City/ State and Zip Code)

gww@marksgray.com

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

For further information concerning this matter, please call:

Gerald W. Weedon

904

807-2103

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2017 MAR 23 PM 1:09

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
ST. EPHREM SYRIAC CATHOLIC CHURCH, INC.,  
a Florida not for profit corporation**

**ARTICLE I  
NAME**

The name of the corporation shall be St. Ephrem Syriac Catholic Church, Inc. (hereinafter referred to as "the Corporation"), and its address is 4650 Kernan Boulevard South, Jacksonville, Florida 32224.

**ARTICLE II  
TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III  
COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing of its original Articles of Incorporation.

**ARTICLE IV  
RESERVATION OF POWERS TO MEMBER**

The Corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain rights should be reserved to the Member. Therefore, the following rights are specifically reserved to the Member:

- A. The operating philosophy of the Corporation shall be approved by the Member;
- B. Corporate property may not be leased, sold or encumbered without the express written approval of the Member;
- C. The Corporation may not be merged or dissolved without the express written approval of the Member; and
- D. Any additional rights as provided for in the Bylaws.

## **ARTICLE V PURPOSES**

The Corporation is organized as a not for profit organization exclusively for religious purposes. The specific purposes of the Corporation are:

A. To establish, receive and maintain a fund or funds for the operational support of St. Ephrem Syriac Catholic Church, Inc.; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort of nature, without limitation as to the amount of value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the Corporation, including the principal as well as income thereof, for the exclusive support of St. Ephrem Syriac Catholic Church, Inc.

B. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same.

C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

## **ARTICLE VI QUALIFICATION OF MEMBER**

The Member of the Corporation shall be the Most Reverend Yousif Habash, as Bishop of the Eparchy of Our Lady of Deliverance of New Jersey, and his successors in office.

## **ARTICLE VII OFFICERS**

Section 1. The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other Officers as may be provided in the Bylaws. A person may hold more than one office at one time.

Section 2. The names of the persons who shall serve as Officers of the Corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Most Reverend Yousif Benham Habash	President
Father Luke Edelen, OSB	Vice President/Treasurer/Secretary

Section 3. The Officers shall be elected or appointed at the annual meeting of the Board of Directors or as provided in the Bylaws.

## **ARTICLE VIII BOARD OF DIRECTORS**

The business affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three (3). The Member of the Corporation shall appoint the Directors. The Member may remove any and all of the Directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as Directors for the ensuing years, or until the first annual meeting of the Corporation are:

Most Reverend Yousif Benham Habash  
Bishop of the Eparchy of Our Lady of Deliverance of New Jersey  
317 Avenue E.  
Bayonne, New Jersey 07002

Father Luke Edelen, OSB Chancellor  
317 Avenue E.  
Bayonne, New Jersey 07002

Father Cesarino Russo, JCL,  
Catholic Tribunal  
Diocese of St. Augustine  
2598 Forbes Street  
Jacksonville, Florida 32204

Father Muntaser Haddad,  
Pastor of St. Ephrem Syriac Catholic Church  
4650 Kernan Boulevard South,  
Jacksonville, Florida 32224.

Youssef Habboush  
St. Ephrem Syriac Catholic Church  
4650 Kernan Boulevard South,  
Jacksonville, Florida 32224.

## **ARTICLE IX BYLAWS**

The Member of the Corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as he may deem necessary.

The Bylaws may be amended, altered or rescinded by the Member of the Corporation at any regular meeting or special meeting called for that purpose.

## **ARTICLE X AMENDMENTS**

The Articles of Incorporation may be amended by the Member of the Corporation at any regular or special meeting called by the Member for that purpose.

## **ARTICLE XI CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the code of Canon Law, the religious directives of the Eparchy of Our Lady of Deliverance of New Jersey, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of the Corporation.

## **ARTICLE XII LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or 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 (or the corresponding provision of any future United States Internal Code), or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE XIII DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation and upon dissolution of the Corporation all of its assets

remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and none of assets will be distributed to any member, officer or director of the Corporation, provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not for profit corporate member described in Section 501(c)(3) of the Code.

**ARTICLE XIV  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, and the name of the initial Registered Agent of the Corporation at the address is Gerald W. Weedon, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 6<sup>th</sup> day of March, 2017, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.



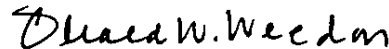
Most Reverend Yousif Benham Habash  
Bishop of the Eparchy of Our Lady of  
Deliverance of New Jersey

STATE OF FLORIDA

)ss:

COUNTY OF DUVAL

The foregoing instrument was acknowledge before me this 6<sup>th</sup> day of March, 2017, by Most Reverend Yousif Benham Habash, Bishop of the Eparchy of Our Lady of Deliverance of New Jersey, and his successors in office, on behalf of the Corporation. He is personally known to me.



NOTARY PUBLIC


STATE OF Florida

Print, type or stamp Notary Commissioned Name:



### ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for St. Ephrem Syriac Catholic Church, Inc., a Florida not for profit corporation (the "Corporation"), at 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.0503 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091, and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

  
\_\_\_\_\_  
Gerald W. Weedon, Esquire  
Registered Agent

1450143

The date of each amendment(s) adoption: March 6, 2017, if other than the date this document was signed.

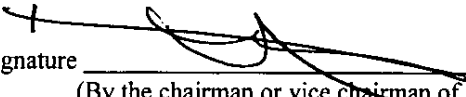
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**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 March 6, 2017

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)

Rev. Yousif Benham Habash

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)