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Florida Department of State

Division of Corporations

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June 19, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

OUR LADY OF DIVINE PROVIDENCE HOUSE OF PRAYER FOUNDATIO
711 S BAYVIEW AVE
CLEARWATER, FL 33759US

SUBJECT: OUR LADY OF DIVINE PROVIDENCE HOUSE OF PRAYER FOUNDATION, INC.
REF: N93000002853

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: E09000146935
Letter Number: 809A00021006

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RESTATED ARTICLES OF INCORPORATION
OF
OUR LADY OF DIVINE PROVIDENCE HOUSE OF PRAYER
FOUNDATION, INC.

FILED
2009 JUN 24 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, OUR LADY OF DIVINE PROVIDENCE HOUSE OF PRAYER FOUNDATION, INC., a Florida not-for-profit corporation, was originally created June 21, 1993, and several amendments have been enacted or considered since its creation, not all of which have been finalized by filing; and

WHEREAS, the Board of Directors for said corporation has determined that it would be in the best interest to consolidate amendments into a single document, and restate the Articles of Incorporation, in their entirety to reflect all of the amendments and proposals to date, the undersigned President, DIANE F. BROWN, and its Secretary, JEANNIE RENFROW, hereby certifies that the Board of Directors of said corporation, at a meeting called and held on the 2ND day of January, 2009, adopted the following restated Articles of Incorporation, which is to supersede in its entirety the existing Articles of Incorporation, as heretofore amended, and were adopted by the directors and do not contain any amendments requiring member approval, and the new Articles of Incorporation were unanimously approved to read and provide as follows:

ARTICLE I
Name and Address

The name of the foundation is OUR LADY OF DIVINE PROVIDENCE HOUSE OF PRAYER FOUNDATION, INC., whose place of business is located at 711 S. Bayview Avenue, Clearwater, FL 33759.

ARTICLE II
Terms

The term for which this Corporation shall exist shall be perpetual.

Prepared by:
Harry S. Cline, Esq.
Macfarlane Ferguson & McMullen
Post Office Box 1669
Clearwater, FL 33757-1669
(727) 441-8966

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ARTICLE III

Principal Office of the Foundation

The principal office of the foundation shall be located at: 711 S. Bayview Avenue, Clearwater, FL 33759.

ARTICLE IV

Purposes

A. The corporation shall be a not-for-profit corporation under Ch. 617, Fla. Stat. There will be no members other than the Board of Directors, and the corporation is to be operated by its Board of Directors. The purposes for which the corporation is to be formed are exclusively to receive and administer funds for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future U.S. internal Revenue law, as approved by the Board of Directors and specified in the Bylaws.

B. To hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation as to amount or value, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the not-for-profit corporation law.

C. The Corporation's primary purpose will be to solicit and receive funds, and to acquire, hold and dispose of real estate, and utilize the same for the support of OUR LADY OF DIVINE PROVIDENCE, HOUSE OF PRAYER, INC., a Florida not-for-profit corporation, and for all lawful charitable purposes incident thereto, and otherwise operate exclusively for charitable or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code in its support as to any other entity or operation from time to time. In the course of which operation:

1. No part of the net earnings of the corporation shall inure to the benefit of any Board Member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Board Member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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2. No substantial part of the activities of the corporation shall be the carrying on of 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 for public office except as authorized under the Internal Revenue Code.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under §501(c)(3) of the Internal Revenue Code.

D. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986.

All references to the Internal Revenue Code shall mean the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law and regulations interpreting it, as now existing or as may hereafter be amended.

ARTICLE V

Powers

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Ch. 617, Fla. Stat., provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set forth in Article IV and Article VI.

ARTICLE VI

Prohibited Acts

This corporation shall operate exclusively for charitable, religious and spiritual purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. In the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of any Board Member, trustee, officers of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Board Member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of

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statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

C. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986.

D. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.

E. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

F. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

G. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII Dissolution

This corporation shall be dissolved and its affairs wound up by a two-thirds (2/3rds) vote of the corporation's Board of Directors.

Upon dissolution of this corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except, as and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and of all costs and expenses of such liquidation or dissolution shall be distributed to one or more organizations chosen by the last Board of Directors of the corporation, which organizations are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose. Included within the authority extended to the Board incident to dissolution, the Board shall be authorized to distribute the assets to an entity or organization (and itself a qualifying exempt organization as described in §501(c)(3) and/or §170(c)(2) of the Internal Revenue Code), having similar goals, objectives and purposes as did Our Lady of Divine Providence, House of Prayer, Inc., or at the discretion of the Board, the Board shall have the right to sell the assets of the said corporation incident to dissolution, so long as the funds received therefrom are paid and distributed in accordance with the requirements of this Article dealing with dissolution of the corporation. Provided always that none of the net assets of the corporation shall be distributed to or for the benefit of any Board Member, officer or director of the corporation or to any other individual.

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ARTICLE VIII**Board Members**

The membership is comprised of the Board of Directors. The current Board of Directors are, as of the approval of this Restated Articles of Incorporation, as follows:

| | |
|-----------------|----------------|
| Diane F. Brown | President |
| John Connelly | Vice President |
| Jeannie Renfrow | Secretary |
| Jared D. Brown | Treasurer |
| Bert Mooney | |

ARTICLE IX**Board of Directors and Officers**

The management of the affairs of this Corporation is vested in the its Board of Directors, which shall consist of not less than three (3) nor more than five (5) Directors. All Directors of the Board shall be elected or appointed in the manner and for the terms prescribed in the By-laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the corporation shall have such duties as may be specified by the Board or by the Bylaws of this corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Bylaws of this corporation.

ARTICLE X**Officers**

The names of the Officers who are to serve until the first election or appointment under the Articles of Incorporation are the following:

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| <u>Name</u> | <u>Office</u> |
|-----------------|----------------|
| Diane F. Brown | President |
| John Connelly | Vice President |
| Jeannie Renfrow | Secretary |
| Jared D. Brown | Treasurer |
| Bert Mooney | |

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Bylaws

The Bylaws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article XI above, at the organizational meeting of the Board, and said Bylaws may thereafter be amended, b the affirmative vote of two-thirds (2/3rds) of the Board of Directors present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each Board Member of the Board of Directors at his or her last known address. Prior written notice may be waived by the Board Members of the Board of Directors provided the waiver of notice be in writing.

ARTICLE XIII

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3rds) of the Board of Directors of this corporation, present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each Board Member of the Board of Directors provided the waiver of notice be in writing.

ARTICLE XIV

Registered Agent

The name and address of the initial registered agent of this corporation is: HARRY S. CLINE, ESQ., Macfarlane Ferguson & McMullen, 625 Court Street, Suite 200, Clearwater, FL 33756.

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ARTICLE XV

Incorporator

The name and address of the person(s) signing these Restated Articles is:

NameAddress

Harry S. Cline

625 Court Street
Suite 200
Clearwater, FL 33755

ARTICLE XVI

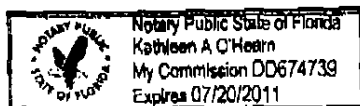
Restated By-laws

The Restated By-laws of the corporation adopted by the Board of Directors incident to adopting these restated Articles of Incorporation shall govern the operations and procedures for the corporation. By-laws may be amended by the affirmative vote of two-thirds (2/3rds) of the Board of Directors present and voting.


HARRY S. CLINE, IncorporatorSTATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HARRY S. CLINE, to me [X] personally known or [] who has produced _____ as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

9th WITNESS my hand and official seal at Clearwater, said County and State, this day of June, 2009.



Notary Public

Print Name _____

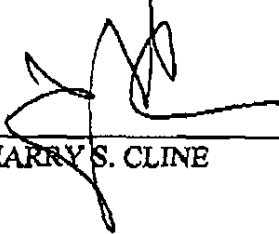
My Commission Expires: _____

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for OUR LADY OF DIVINE PROVIDENCE HOUSE OF PRAYER FOUNDATION, INC., at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


HARRY S. CLINE