

From: Jeff Lieser
1/2/2018

Fax: (813) 251-8715

To:

Fax: (850) 617-6380

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Division of Corporations

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
IMMACULATE HEART OF MARY ROMAN CATHOLIC CHAPEL, INC.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: IMMACULATE HEART OF MARY ROMAN CATHOLIC CHAPEL, INC.

DOCUMENT NUMBER: N98000000287

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

Please return all correspondence concerning this matter to the following:

GHADA SKAFF

(Name of Contact Person)

LIESER SKAFF ALEXANDER

(Firm/ Company)

403 N. HOWARD AVE.

(Address)

TAMPA, FL 33606

(City/ State and Zip Code)

lrpm@uro33@aol.com

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

For further information concerning this matter, please call:

GHADA SKAFF

(Name of Contact Person)

at 813 280 1256

(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

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IMMACULATE HEART OF MARY ROMAN CATHOLIC CHAPEL, INC.**

WHEREAS Immaculate Heart of Mary Roman Catholic Chapel, Inc. is a corporation not-for-profit, duly authorized and existing under the laws of the State of Florida; and

WHEREAS it has become necessary and desirable to amend and restate its Articles of Incorporation;

NOW THEREFORE the Articles of Incorporation of Immaculate Heart of Mary Roman Catholic Chapel, Inc. are hereby amended and restated as follows, said amendments to become effective immediately upon the filing of this document with the Department of State, State of Florida, to-wit:

ARTICLE I – NAME

The name of the corporation shall be Immaculate Heart of Mary Roman Catholic Chapel, Inc., hereinafter referred to as the "Chapel" or "Corporation" or "Parish".

ARTICLE II – PRINCIPAL OFFICE AND REGISTERED AGENT

The principal place of business shall be: 2404 East Stuart Street, Tampa, Florida 33605. The Registered Office and Registered Agent of this Corporation shall be as determined by the Board of Directors from time to time. At the time of the filing of these Restated and Amended Articles of Incorporation, the incumbent Registered Agent of the Corporation is the Rev. Emilio J. Fattore, whose address is 2408 East Stuart Street, Tampa, Florida, 33605.

ARTICLE III – TERMS OF EXISTENCE AND PURPOSE

This Corporation is intended to exist perpetually until and unless dissolved in the manner provided by law and is organized exclusively for religious purposes, including such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future United States federal tax code.

The purpose of the Corporation shall be:

- A. To foster and perpetuate the traditional Roman Catholic Religion as an independent church in conformity with the teachings, traditions, dogmas, liturgy, and discipline established by the Roman Catholic Church and in effect immediately prior to the Second Vatican Council, and to establish one or more church buildings or chapels for the purpose of offering the Tridentine Latin Mass.
- B. To own and hold property for the purpose of one or more congregations conducting services of religious worship in the manner set forth in paragraph A hereof.
- C. To acquire and otherwise arrange for and maintain one or more church buildings, chapels, and/or meeting rooms.
- D. To make such gifts for educational, religious, scientific, or other charitable purposes as may be authorized by the Board of Directors, provided that any such gift or gifts shall be in keeping with the corporate purpose.
- E. To publish or otherwise acquire, own, hold, sell, assign, transfer, mortgage, pledge and otherwise deal in any type of property; either real or personal, including shares of stock,

securities and bonds of other corporations or governments, for any purpose whatsoever relating to the objectives of this Corporation and to borrow money and contract to repay the same and to issue as security therefor notes, mortgages, and other evidences of indebtedness as security.

- F. To solicit and accept gifts of money and property in order to carry out the corporate purposes.
- G. Power to do all things incidental or necessary to carry out the above-mentioned objects and purposes, including power to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, and to do all things as set forth herein as fully and to the same extent as natural persons might or could do and not otherwise prohibited by some provision of these articles or by the laws of the State of Florida, subject to the following limitations, to-wit:

1. 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 that 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 set forth in the Article (II?) hereof. 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, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future U.S. tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. tax code).
2. Upon the dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations which are organized and operated exclusively for charitable, religious, educational or scientific purposes; that shall, at that time, qualify as an organization or organizations described in section 501(c)(3), Internal Revenue Code of 1954, as amended. If the said Directors shall fail, refuse or neglect to so act, then the purposes of this Article may be initiated and effectuated by the petition of any interested person to the Circuit Court of competent jurisdiction

ARTICLE IV - MEMBERSHIP

- A. There shall be two (2) classes of members: Active Members and Worshipping Members:
1. The Active (or Voting) Members of this Corporation shall consist solely of those persons who are qualified for membership in the Chapel by being Traditional Roman Catholics, who have asked for membership in the Chapel by submitting a Census Form, who have been Worshipping Members for at least three (3) consecutive years, who are *sui juris*, over eighteen (18) years of age, and who yearly fulfil the Paschal precept. Those Worshipping Members who meet the aforesaid qualifications shall automatically become Active Members. Only

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Active Members of this Corporation shall have the right to vote concerning any and all affairs of the Corporation which by statute or by-law are appropriate to the vote of the membership, to elect parish officials, and to be elected to parish offices.

2. The Worshipping (or non-Voting) Members of this Corporation shall consist of all those persons who are qualified for membership in the Chapel by being Traditional Roman Catholics, who have asked for membership in the Chapel by submitting a Census Form, for the purpose of attending worship services at and availing themselves of the ministrations of this Chapel, but who do not otherwise meet the qualifications for Active Members. Worshipping Members shall have no right to hold any office in this Corporation, nor shall they have any right to vote concerning any affairs of the Corporation.
- B. Any Active or Worshipping Member who shall be found disloyal to the Roman Catholic Church or to the Chapel; or who shall deliberately neglect Chapel rules and obstruct lawfully adopted resolutions of the Chapel meetings and the instruction of the Chapel Board of Directors, as well as those who shall have seriously violated the good order and decorum in the church or who shall be found engaged in some ignoble occupation may be removed from Chapel membership by decision of the Chapel Board of Directors or have their membership status re-classified, as outlined below. The said persons may be restored in their rights by decision of the Church Parish Council provided they repent and prove by their way of living and behavior their moral rectitude. The manner of expulsion or re-classification of individual members shall be as follows:
1. If any member requests his or her name be removed as an Active or Worshipping Member of the Chapel, then such member's membership in the Corporation shall immediately cease.
 2. Any Active or Worshipping Member may be removed from membership in the corporation by the majority vote of the Board subsequent to a proposal of such removal by the Pastor. Grounds for such removal shall be, but are not limited to the following:
 - a. Malfeasance
 - b. Misfeasance
 - c. Nonfeasance
 - d. Lack of Sunday attendance at least twice during each calendar month for four consecutive months, unless excused from such attendance by the Pastor. The determination of attendance may be made by the recollection of the members of the Board of Directors, and a vote thereof shall be conclusive.
 3. An Active Member may be re-classified as a Worshipping member by the majority vote of the Board subsequent to a proposal of such re-classification by the Pastor. Grounds for such re-classification shall be, but are not limited to the following:
 - a. Malfeasance
 - b. Misfeasance
 - c. Nonfeasance
 - d. Failure to fulfil the Paschal Precept. The determination of the fulfilment of the Paschal Precept shall be made solely by the recollection of the Pastor, and the vote of the Board of Directors shall be conclusive.
 4. Members shall remain members of the Corporation unless and until they resign, their membership is suspended, or they are expelled (as set forth herein above).
- C. Membership in the Corporation shall be nontransferable, and no member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs or franchises of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if his/her membership ceases, or while he/she is not in good standing; provided, however, that before any Member's membership ceases

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- against such member's consent that any such member be given an opportunity to be heard by the body deciding on such suspension or expulsion, unless such member is absent at the time from the county where the Corporation is located or has notified the Corporation that he/she no longer wishes to be a member.
- D. Unless otherwise set forth in these Articles or required by law or in the By-laws, it shall not be necessary for a majority of Active Members to be present in order to constitute a quorum at any properly called regular or special meeting of the Active Membership, and those Active Members present at any such meeting shall constitute a quorum and the meeting may conduct and approve any and all business authorized to be conducted by the Active Membership in these Articles of Incorporation and the By-laws.
- E. Those matters concerning membership not specifically addressed herein shall be as set forth in the Corporate By-laws, provided however, that if any such By-law shall conflict with these Articles of Incorporation, these articles shall govern.

ARTICLE V – BOARD OF DIRECTORS

- A. The secular business of this Corporation shall be managed and its corporate powers exercised by a committee of not less than five nor more than seven members, which body shall be termed the "Board of Directors" or "Parish Council". The Pastor of the Chapel is *ex officio* President of the Board of Directors and Registered Agent of the Corporation. The term of the President of the Board of Directors is therefore indefinite and is covered under Article VI herein. Subject to these Articles of Incorporation, the number of members on the Board of Directors may be set from time-to-time by the Corporate By-laws; but no decrease shall have the effect of shortening the terms of any incumbent Directors. The number of members on said Board on the effective date of these Restated and Amended Articles of Incorporation shall be seven (7) members, whose names and addresses follow, to-wit:
- The Reverend Emilio Jose Fattore**, 2408 E. Stuart St., Tampa, FL 33605
John Konzelmann, 9608 W. Park Village Dr., Tampa, FL 33626-5135
Thomas Farrell, 2404 E. Stuart St. Tampa, FL 33605
Jorge Riascos, 2404 E. Stuart St. Tampa, FL 33605
Hugo Aguilera, 2404 E. Stuart St. Tampa, FL 33605
Luz Tapia, 2404 E. Stuart St. Tampa, FL 33605
Christopher Rivers, 2404 E. Stuart St. Tampa, FL 33605
- B. The qualifications for membership on the Board of Directors of the Corporation shall be as follows:
1. Such Person shall be an Active Member of the Chapel.
 2. Such Person may be male or female, but shall be *sui juris*, over eighteen (18) years of age, and shall be a Traditional Roman Catholic in good standing, who has fulfilled the Paschal Precept.
- C. The term of office for all members of the Board of Directors, except the President/Pastor, shall be a period of four (4) years. Board members can be re-elected to serve one (1) additional term. The Pastor of the Chapel is *ex officio* President of the Board of Directors and Registered Agent of the Corporation, and he therefore holds the office of President as long as he holds the office of Pastor. Matters concerning the appointment and removal of the Pastor shall be set forth in the Corporate Bylaws.
- D. Directors other than the Pastor/President shall be elected by the members of the Chapel in an election to be held in October of every other year. Terms may be staggered to provide continuity on the Board of Directors. After the first election, the three (3) Directors with

the greatest amount of votes shall serve terms of four years, while the three (3) Directors with the least amount of votes shall serve terms of two years.

- E. Those matters not covered concerning the election and removal of members of the Board of Directors not specifically addressed herein shall be as set forth in the Corporate By-laws; provided however that any such By-law shall not conflict with these Articles of Incorporation.

ARTICLE VI – OFFICERS

The Officers of the Corporation shall be as follows: President, Vice President, Secretary and Treasurer. As stated in Article V herein, the Pastor of the Chapel is *ex officio* President of the Board and Registered Agent of the Corporation, and his term is indefinite. All other Officers of the Corporation shall be elected annually from among the members of the Board of Directors by a majority vote of the directors present at the first meeting of the Board of Directors every calendar year. Those matters concerning the selection and removal of Officers of the Corporation not specifically addressed herein shall be as set forth in the Corporate By-laws; provided however that any such By-law shall not conflict with these Articles of Incorporation.

ARTICLE VII – AMENDMENT OF ARTICLES

The procedure for amending and/or restating the Articles of Incorporation shall be as follows:

- A. The Board of Directors shall adopt a resolution setting forth the proposed amendment or amendments and/or restatement of the Articles of Incorporation and directing that it be submitted to a vote at a meeting of the Active Members of the Chapel, which may be either an annual or a special meeting.
- B. Written notice setting forth the proposed amendment or amendments and/or restatement of the Articles of Incorporation or a summary of the changes to be effected by said amendment or amendments and/or restatements shall be delivered to the Active Members not less than seven (7) days nor more than thirty (30) days prior to the meeting, either personally, by first-class mail or by posting in a conspicuous location on the Chapel premises. Publication in the Chapel Bulletin for two (2) consecutive Sundays shall constitute posting in a conspicuous location. If mailed, such notice 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 Chapel register, with postage thereon prepaid.
- C. Provided that the Secretary certifies that he has provided a copy or summary of the amendment or amendments and/or restatement to be voted on to each Active Member of the Chapel as set forth in paragraph (A) hereof, such amendment, amendments, and/or restatement of the Articles of Incorporation may be voted on at the annual meeting of the Active Members of the Chapel, or at a special meeting called for such purpose.
- D. Written notice stating the place, day, and hour of the meeting to be held to consider such amendment and/or restatement shall be delivered to the Active Members not less than seven (7) days nor more than thirty (30) days prior to the meeting, either personally, by first-class mail or by posting in a conspicuous location on the Chapel premises. Publication in the Chapel Bulletin for two (2) consecutive Sundays shall constitute posting in a conspicuous location. If mailed, such notice 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 Chapel register, with postage thereon prepaid.

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- E. At said meeting, all amendments to the Articles of Incorporation and any restatements thereof shall be adopted upon receiving a simple majority of the votes of the Active Members of the Chapel, whether said members be present in person or represented by proxy.
- F. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE VIII – REPEAL OF OLD ARTICLES

The former Articles of Incorporation previously adopted by this Corporation are hereby repealed in their entirety.

ARTICLE IX – ADOPTION AND AMENDMENT OF BY-LAWS

Corporate By-Laws may be adopted, amended, or repealed by a majority vote of the Board of Directors at any properly convened meeting of said Directors, whether regularly scheduled or specially called for such purpose.

The date of each amendment(s) adoption: January 2, 2018, 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 January 2, 2018

Signature *Emilio Jose Fattore*

(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)

Emilio Jose Fattore
(Typed or printed name of person signing)

Director, Chairman
(Title of person signing)