

N98000006247

Greenberg Traurig

Requestor's Name

Address

Michelle 425-8526

City/State/Zip

Phone #

Office Use Only

FILED
99 OCT -5 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. St. John's Bookstore, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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99 AUG 20 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

☒ Walk ☐ Mail ☒ Pick up time call me ☒ Certified Copy
☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

400002965754--7
-08/20/99--01069--014
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-08/20/99--01074--001
*****8.75 *****8.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 20, 1999

GREENBERG TRAUIG
MICHELLE
TALLAHASSEE, FL

SUBJECT: ST. JOHN'S BOOKSTORE, INC.
Ref. Number: N98000006247

We have received your document for ST. JOHN'S BOOKSTORE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You will need to rephrase your 1st paragraph to the language suitable for an amendment filing, this is not a new corporation which this paragraph would indicate. You will also need to maintain at least three directors on this corporation at all times since it is a not for profit.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 999A00042057

**AMENDED
ARTICLES OF INCORPORATION
OF
ST. JOHN'S BOOKSTORE, INC.
(A Corporation Not for Profit)**

In accordance with the provisions of Chapter 617, Florida Statutes, St. John's Bookstore, Inc., a corporation not-for-profit hereby amends its Articles of Incorporation, as follows:

**I.
NAME OF CORPORATION**

The name of the Corporation is **St. John's Bookstore, Inc.**

**II.
STATEMENTS OF NON-PROFIT ORGANIZATION**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or any 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 Section 501(c)(3) purposes. 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, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 Federal tax code) or, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any further Federal tax code).

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Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified on Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

III. **ADDRESS OF PRINCIPAL OFFICE**

The initial address of the principal office of the Corporation is 211 North Monroe Street, Tallahassee, Florida, and the mailing address for the Corporation is St. John's Bookstore, Inc., 211 North Monroe Street, Tallahassee, Florida 32301. The street address and mailing address can be changed upon due consideration and vote by the Board of Directors.

IV. **PURPOSES**

The Corporation shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Articles of Incorporation or in the Bylaws of the Corporation shall authorize the Corporation to, and the Corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein and no part thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

V. **ST. JOHN'S EPISCOPAL CHURCH** **THE DIOCESE OF FLORIDA**

The Corporation is operated, supervised, or controlled by or in connection with St. John's Episcopal Church, Diocese of Florida, a Diocese or Congregation of the Protestant Episcopal Church in the United States of America.

VI. **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least ten (10) Directors. At least seven (7) of the ten (10) Directors shall be members in good standing of St. John's Episcopal Church. The Junior Warden of St. John's Episcopal Church shall be a director. The number and election of the Directors shall be as provided in the Bylaws of the Corporation. The Board of Directors at the time of the filing of this amendment are:

Cindy Sullivan
Lorence Jon Bielby
Vanessa Zein-Eldin
Susan Cassidy
Carol Walker
Belinda Dudley
Julian Proctor
Pickens Morgan
Sara Clausen
Kathy Dilworth

VII.
TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law. Upon dissolution, distribution of corporate assets, if any, shall be distributed to a non-profit entity in accordance with law.

VIII.
MEMBERSHIP

If the Corporation elects to have members, the Corporation shall consist of general membership which may be evidenced by a Certificate of Membership which shall contain the statement printed permanently on the face of the certificate that the Corporation is a non-profit corporation. The criteria for membership shall be as set forth in the Bylaws of the Corporation.

IX.
BYLAWS

The Board of Directors of the Corporation has adopted Bylaws consistent with the Articles and consistent with these Amended Articles of Incorporation. The Bylaws may be altered or rescinded by the Directors in the manner provided by such Bylaws.

X.
REGISTERED OFFICE

The registered office of the Corporation shall be located at St. John's Episcopal Church, 211 North Monroe Street, Tallahassee, Florida 32301, and the registered agent shall be Cindy Sullivan, as Chair of the Board of Directors, St. John's Bookstore, Inc.

XI.
AMENDMENT

The Corporation presently has no members. The Board of Directors adopted and otherwise approved these Amendments to the Articles of Incorporation on August 19, 1999. The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, according to law.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 21st day of SEPT, 1999.

Cindy Sullivan
Cindy Sullivan, Chair of Board of Directors

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 21st day of SEPT, 1999, by Cindy Sullivan, who is personally known to me (~~or who has produced~~ as identification).

NOTARY PUBLIC

Lawrence Jon Bielby
Name: LORENCE JON BIELBY
STATE OF FLORIDA, AT LARGE
Commission Number: _____
My Commission Expires: _____



Lawrence Jon Bielby
MY COMMISSION # CC741943 EXPIRES
September 13, 2002
BONDED THRU TROY FAIR INSURANCE, INC.