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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: South Lake angels of mercy, Inc.

DOCUMENT NUMBER: \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Carolyn J. McCracken  
(Name of Contact Person)

South Lake angels of mercy, Inc.  
(Firm/ Company)

1330 Millholland St.  
(Address)

Clermont, Florida 34711  
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Carolyn J. McCracken at (352) 242-1890  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 31, 2006

CAROLYN J MCCRACKEN  
1330 MILLHOLLAND ST  
CLERMONT, FL 34711

SUBJECT: SOUTHLAKE'S ANGELS OF MERCY, INC.  
Ref. Number: N99000001169

We have received your document for SOUTHLAKE'S ANGELS OF MERCY, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6927.

Tracy Smith  
Document Specialist

Letter Number: 106A00007017

RECEIVED  
JAN 17 AM 8:00  
DIV OF CORP

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SOUTH LAKE'S ANGELS OF MERCY, INC.  
(A Corporation Not-for-Profit)

FILED  
MAR 15 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I  
Name and address

The name and address of this corporation shall be Angels of Mercy, Inc., 1330 Millholland St, Clermont, Florida, 34711.

ARTICLE II  
Duration

The corporation shall have perpetual existence.

ARTICLE III  
Purpose

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV  
Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) 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 Article III 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, or intervene in (including the publishing or distribution of statements) 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 of 1986 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (7) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations described in Section 501 ©(3) and 170© (2) of the Internal Revenue Code of 1968 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.
- © The corporation shall not engage in any prohibited activity as defined in Florida Statue Section 617.0835. or as subsequently amended.

**ARTICLE V**  
**Membership**

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The membership of the corporation shall consist of the individuals consisting of the Board of Directors and the officers of the corporation hereinafter provided, and their successors in office

**ARTICLE VI**  
**Incorporators**

The name and address of the original subscriber is:  
Street, Fl. 34711.

1147 Hampton

**ARTICLE VII**  
**Officers**

The officers of the corporation shall consist of a President, Vice-President, a Secretary, Treasurer, and a Publicity Director and such other officers and assistant officers as the Board of Directors and Officers shall provide for in the Bylaws of the corporation. The officers shall be elected by the Outgoing officers at the annual meeting of the Officers. Vacancies shall be filled by the Officers or the Board of Directors at any regular or specially called meeting. The names and addresses of the present officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President: Christine Hopewell  
13812 Via Roma Circle  
Clermont, Fl. 34711  
Tel. 352 - 999 - 2514

Vice-President: Martha Clark  
4144 Kingsley St.  
Clermont, Fl. 34711  
Tel. 352 - 243 - 0643

Secretary: Rebecca Hobdey  
10423 Carlson Circle  
Clermont, Fl. 34711  
Tel. 352 - 242 - 9720

Treasurer: Carolyn McCracken  
12500 Lake Ridge Cr.  
Clermont, Fl. 34711  
Tel. 352 - 242 - 1890

Publicity Dir. Carolyn MacMillian  
404 Virginia St.  
Minneola, Fl. 34755  
Tel. 352 - 394 - 3046

**ARTICLE VIII**  
**Board of Directors**

Control of the affairs of the corporation shall be vested in the Officers of the Corporation and the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one year as provided in the Bylaws. The number of Directors may be increased or decreased by a two third (2/3) vote of the Board of Directors, but shall never be less than three (3) Directors. The Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies on the Board of Directors shall be filled by a two-third (2/3) vote of the remaining members of the Board. Any member of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board.

The Board of Directors are as follows: Michael Hopewell, 13812 Via Roma Cr., Clermont, Fl. 34722, Tel. 352-999-2514, Judy Edwards, 2062 Dobson St. Clermont, Fl. 34711, 352 - 242 - 2333, and William T. Siino, 4018 Newland St, Clermont, Fl. 34711 Tel. 352 - 241 -8677.

ARTICLE IX  
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at an annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken shall be signed by all of the Directors.

ARTICLE X  
Amendments of Bylaws and Article of Incorporation

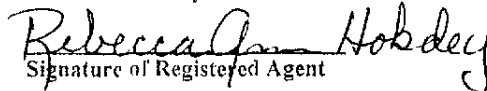
The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Directors by an eighty percent (80%) vote at any regular or special meeting of the Board of Directors and or the Officers of the Corporation. All proposed Amendments shall be submitted to each member of the Board of Directors and the Officers of the Corporation at least ten days prior to the meeting date.

The date of the adoption of the amendments herein by the members was September 13, 2004 and the number of votes casts was sufficient for approval. Those present were: Martha Clark, Christine Hopewell, Carolyn MacMillian, and Carolyn McCracken. Only one officer was absent.

ARTICLE XI  
Registered office and agent

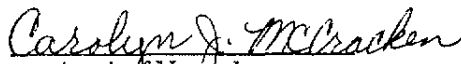
The registered office of the Corporation shall be 1330 Millholland St., Clermont, Fl. 34711

The registered agent shall be: Rebecca Hobdey 10423 Carlson Circle, Clermont, Fl. 34711

  
Signature of Registered Agent

The registered office and registered agent provided for herein may be changed from time to time in the Manner provided by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated this September 30, 2005.

  
Angels of Mercy, Inc.

Co - Founder & Treasurer