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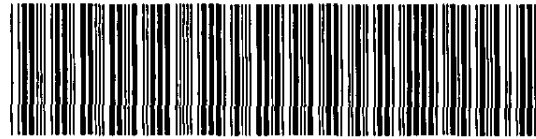
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*Amended &  
Restated  
Articles*

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FILED  
2012 AUG - 6 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*DR  
8/7/12*

# Hopping Green & Sams

Attorneys and Counselors

Writer's Direct Dial No. (850) 425-2216  
Writer's E-mail: mikec@hgslaw.com

August 6, 2012

## VIA HAND DELIVERY

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation for  
Open Door Women's Clinic

Dear Sir or Madam:

Enclosed are the following:

- The original and two copies of Amended and Restated Articles of Incorporation for Open Door Women's Clinic
- Check in the amount of \$52.50 for the filing fee (\$35), certified copy (\$8.75) and Certificate of Status (\$8.75).

Thank you for your assistance in this matter.

Best Regards,

Hopping, Green & Sams, P.A.



Miguel ("Mike") Collazo, III

Enclosures

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**OPEN DOOR WOMEN'S CLINIC, INCORPORATED**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

**FILED**  
2012 AUG -6 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Article I: Name**

The name of the corporation shall be:

Open Door Women's Clinic, Incorporated

**Article II: Address**

The physical address and principal office of the corporation shall be:

Open Door Women's Clinic, Incorporated  
1395 Cross Creek Circle  
Tallahassee, FL 32301

The mailing address of the corporation shall be:

Open Door Women's Clinic, Incorporated  
P.O. Box 7146  
Tallahassee, Florida 32314

**Article III: Purpose**

The purpose for which this not-for-profit, charitable corporation is organized is to provide life-affirming assistance to couples, with a focus on the physical, emotional, and spiritual care of pregnant women and their unborn children. Open Door Women's Clinic, Incorporated services and activities will at all times be consistent with the Magisterium of the Catholic Church.

**Article IV: Management**

The powers of this not-for-profit corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, as constituted, elected and/or appointed as set forth in the bylaws of this corporation.

**Article V: Corporate Directors and  
Officers and Manner of Election of Same**

The names and addresses of the persons constituting the first Board of Directors and initial officers who are to act in that capacity until the selection and qualification of their successors are as follows. The officers of this corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The qualifications, maximum number, time and manner of electing

or appointing, duties of, terms of office, and manner of removing officers shall be as set forth in the bylaws.

Lynn Mangan – President  
Open Door Women’s Clinic,  
1395 Cross Creek Circle  
Tallahassee, FL 32301

Ann McGlynn – Vice President  
Open Door Women’s Clinic,  
1395 Cross Creek Circle  
Tallahassee, FL 32301

Jean Nixon – Secretary  
Open Door Women’s Clinic,  
1395 Cross Creek Circle  
Tallahassee, FL 32301

Andrew Elekes – Treasurer  
Open Door Women’s Clinic,  
1395 Cross Creek Circle  
Tallahassee, FL 32301

Daniel Campbell  
Open Door Women’s Clinic,  
1395 Cross Creek Circle  
Tallahassee, FL 32301

Michael White  
Open Door Women’s Clinic,  
1395 Cross Creek Circle  
Tallahassee, FL 32301

Kristin Manos  
Open Door Women’s Clinic,  
1395 Cross Creek Circle  
Tallahassee, FL 32301

Chris Moleski  
Open Door Women’s Clinic,  
1395 Cross Creek Circle  
Tallahassee, FL 32301

#### **Article VI: Executive Director**

There is also hereby created the office of Executive Director of this not-for-profit corporation, who shall be appointed by, and shall serve at the pleasure of the Board of Directors of the not-for-profit corporation. The Executive Director shall have and exercise management oversight and authority, as directed by the Board of Directors of the not-for-profit corporation, over the administrative operations of the corporation. The Executive Director shall also develop and pursue strategies to ensure the long-term financial and spiritual support for the corporation.

#### **Article VII: Medical Director**

There is also hereby created the office of Medical Director of this not-for-profit corporation, who shall be appointed by, and shall serve at the pleasure of the Board of Directors of the not-for-profit corporation. The Medical Director shall be a physician duly licensed and qualified to practice medicine in the State of Florida. The Medical Director shall have and exercise management oversight and authority, as directed by the Board of Directors of the not-for-profit corporation, over the healthcare operations of the corporation.

#### **Article VIII: Spiritual Advisor**

There is also hereby created the office of Spiritual Advisor of this not-for-profit corporation, who shall be appointed by, and shall serve at the pleasure of the Board of Directors

of the not-for-profit corporation. The Spiritual Advisor shall be a member, in good standing, of the clergy of the Diocese of Pensacola-Tallahassee of the Catholic Church.

#### **Article IX: Committees**

This not-for-profit corporation shall have such standing and other committees as may be set forth in the corporation's bylaws or as may be appointed from time to time by the Board of Directors or officers of the corporation.

#### **Article X: Location and Name of Registered Agent**

The name and address of this corporation's initial registered agent in the State of Florida is:

Miguel ("Mike") Collazo, III., Esq.  
119 South Monroe Street, Suite 300  
Tallahassee, Florida 32301  
(850) 222-7500

#### **Article XI: Duration**

This not-for-profit corporation shall commence existence on the date of the execution and acknowledgment of these amended and restated Articles if permitted by law; if not, then on the date of filing. This not-for-profit corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

#### **Article XII: Powers**

The powers of this not-for-profit corporation shall be consistent with the purposes articulated in Article III and shall be stated more specifically in the bylaws. The not-for-profit corporation shall be authorized and empowered to pay a reasonable salary for services provided by its employees and to make payments and other distributions for supplies, services, and property in furtherance of the purposes set forth in Article III and specified in the bylaws.

The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income, assets, or property of this not-for-profit corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual. This not-for-profit corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### **Article XIII: Incorporator**

The name and address of the incorporator of these Amended and Restated Articles of Incorporation is:

Miguel ("Mike") Collazo, III, Esq.  
119 South Monroe St., Ste. 300  
Tallahassee, Florida 32301  
(850) 222-7500

**Article XIV: Dissolution**

In the event the not-for-profit corporation is dissolved within the State of Florida and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State according to the Florida Statutes for dissolving a not-for-profit corporation, and such assets as remain shall revert to an escrow account for a period of three (3) years to allow time for reorganization. If reorganization is not accomplished in that length of time, all assets shall then revert to the Diocese of Pensacola-Tallahassee of the Catholic Church, for whatever purposes it deems appropriate.

**[THIS SPACE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the not-for-profit corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), make and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true effective the last date set forth below.

Lynn Mangan  
Lynn Mangan, Subscriber

8-4-12  
Date

Ann McGlynn  
Ann McGlynn, Subscriber

8/4/2012  
Date

Jean Nixon  
Jean Nixon, Subscriber

8/4/2012  
Date

Andrew Elekes  
Andrew Elekes, Subscriber

8/4/12  
Date

Having been named as registered agent to accept service of process for Open Door Women's Clinic, Inc. at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Miguel ("Mike") Collazo, III, Esq.  
Registered Agent

8/4/12  
Date

STATE OF FLORIDA     )  
COUNTY OF LEON     )

This 4<sup>th</sup> day of August, 2012, before me, a Notary Public duly authorized in the State and County aforesaid to make acknowledgments, personally appeared Lynn Mangan, Ann McGlynn, Jean Nixon, Andrew Elekes, and Miguel ("Mike") Collazo, III, either known to me or providing identification, and executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me that they executed and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein expressed.



CHARITY G. WHIDDON  
MY COMMISSION # DD 97124  
EXPIRES: March 15, 2015  
Bonded Thru Budget Notary Service

Charity G. Whiddon

### CORPORATE CERTIFICATE

In connection with the foregoing Amended and Restated Articles of Incorporation of Open Door Women's Clinic, Incorporated (the Corp) the undersigned President of Board of Directors does hereby certify that:

1. These amendments to the Articles of Incorporation were approved by a majority of the membership of the Corporation constituting a quorum at a scheduled meeting on 8-4-, 2012.
2. Because at this time membership of the Corporation is co-extensive and synonymous with membership on the Board of Directors, the number of votes cast for the amendments was sufficient for approval by the Board of Directors as well.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Corporate Certificate as of this 4 day of 8, 2012.

OPEN DOOR WOMEN'S CLINIC, INCORPORATED

By: Lynn Mangan  
Its: President, Lynn Mangan



**CERTIFICATE OF ACKNOWLEDGMENT OF**  
**GOOD NEWS OUTREACH, INCORPORATED**

In connection with the foregoing Amended and Restated Articles of Incorporation of Open Door Women's Clinic, Incorporated (the Corp) the undersigned Executive Director of Good News Outreach, Inc., t/k/a Good News Foster Home, Inc., does hereby certify and acknowledge that:

1. As Executive Director of Good News Outreach, <sup>Incorporated</sup>, I have the authority to act and sign documents on behalf of said corporation.
2. On behalf of Good News Outreach, <sup>Incorporated</sup>, I hereby relinquish any rights, interest, or authority formerly possessed by Good News Outreach, Inc., f/k/a Good News Foster Home, Inc. to select or appoint Directors, whether from among its membership or otherwise, to the Board of Directors of the Corporation under former Article VI of the Articles of Incorporation of Open Door Women's Clinic (effective March 1, 1999), which have been amended and restated by these Amended and Restated Articles of Incorporation of Open Door Women's Clinic, Inc.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate of Acknowledgement this 15<sup>th</sup> day of August, 2012.

GOOD NEWS OUTREACH,

By: 

Its: Executive Director, Edward Laurienzo

STATE OF FLORIDA       )  
COUNTY OF LEON       )

This 15<sup>th</sup> day of August, 2012, before me, a Notary Public duly authorized in the State and County aforesaid to make acknowledgments, personally appeared Edward Laurienzo, Executive Director of Good News Outreach, Inc. either known to me or providing identification, and executed the foregoing Certificate of Acknowledgment of Good News Outreach, Inc.



