

N99000006349

ACCOUNT NO. : 072100000032

REFERENCE : 048454 81624A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 43.75

FILED
02 JAN 23 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 23, 2002

ORDER TIME : 2:42 PM

ORDER NO. : 048454-005

CUSTOMER NO: 81624A

300004783093--5

CUSTOMER: Ms. Ellie Garcia
J. Patrick Fitzgerald, Pa
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: DAUGHTERS OF MARY COMPASSION
CENTER, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

RECEIVED
02 JAN 23 PM 4:02
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

C. Coulton JAN 31 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT
Please give original
submission date as file date.

January 24, 2002

CSC
ATTN: DARLENE
TALLAHASSEE, FL

SUBJECT: DAUGHTERS OF MARY COMPASSION CENTER, INC.
Ref. Number: N99000006349

We have received your document for DAUGHTERS OF MARY COMPASSION CENTER, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

We need the manner of adoption and the date of adoption.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00003982

RECEIVED
02 JAN 31 PM 2:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
DAUGHTERS OF MARY COMPASSION CENTER, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

FIRST: The following Amended and Restated Articles of Incorporation were duly adopted by the Members at a meeting duly called on December 10, 2001, at which a majority were present and unanimously adopted these Amended and Restated Articles of Incorporation, which is the only requirement to amend and restate these Articles of Incorporation, pursuant to the authority and provisions of the Florida Statutes and existing Articles of Incorporation and Bylaws of Daughters of Mary Compassion Center, Inc., further these Amended and Restated Articles of Incorporation shall be effective as of December 10, 2001.

BE IT RESOLVED that the Articles of Incorporation of the Corporation are hereby amended and restated to read as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: Daughters of Mary Compassion Center, Inc., a Florida not for profit corporation, and its address is 19505 S.W. 134th Avenue, Miami, Florida 33177.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to have commenced its existence on October 27, 1998, the feast of Our Lady of Charity.

**ARTICLE IV
PURPOSES**

The corporation is organized as a mission of the Daughters of Mary, Mother of Mercy Congregation, a religious community of the Roman Catholic Church and as a not for profit organization exclusively for religious purposes. The specific purposes of the corporation are:

A. To assist in the mental, physical, moral, and emotional development of pre-school children who are economically disadvantaged or exposed to substance abuse, alcohol, domestic violence, and juvenile delinquency;

B. To provide after school care and activities for school age children who would otherwise lack supervision;

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TALLAHASSEE, FLORIDA

C. To shelter, educate, and care for pregnant teenage girls; and

D. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V QUALIFICATION OF MEMBER

The members of this corporation shall be those sisters who are members of the Daughters of Mary, Mother of Mercy Congregation, that are appointed, as such, by the Superior General of the Daughters of Mary, Mother of Mercy Congregation.

ARTICLE VI SUBSCRIBERS

The names and address of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Sister Maria Regina Osondu	801 N.E. 33 rd Street St. Elizabeth Garden Pompano Beach, Florida 33064
Sister Maria Sochima Mgbokwere	19505 S.W. 134 th Avenue Miami, Florida 33177
Sister Marie Michelle Ezenwokmodo	65 N.E. 90 th Street El Portal, Florida 33138

ARTICLE VII OFFICERS

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time.

Section 2. The names of the persons who shall serve as Officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Sister Maria Regina Osondu	President
Sister Maria Sochima Mgbokwere	Vice-President
Sister Marie Michelle Ezenwokmodo	Treasurer/Secretary

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three. The Members of this corporation shall appoint the Directors. The members may remove any and all of the Directors from the Board, with or without cause and at any such time as they may determine in their sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the corporation are:

Sister Mary Nkechinyere Njoku 801 NE 33 rd Street Pompano Beach, Florida 33064	Eileen Weber 9374 SW 212 th Terrace Homestead, Florida 33030
John M. Arribas 12500 Vista Lane Miami, Florida 33156	Dr. Emmanuel Nwadike 2238 South Miami Avenue Miami, Florida 33129
Flory Achong 841 NW 28 th Avenue Miami, Florida 33125	

ARTICLE IX BYLAWS

The Members of this corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as they may deem necessary.

The Bylaws may be amended, altered or rescinded by the Members of this corporation at any regular meeting or special meeting called for that purpose.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended by the Members of this corporation at any regular or special meeting called by the Members for that purpose.

ARTICLE XI CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the code of Canon Law, the religious directives of the Daughters of Mary, Mother of Mercy Congregation, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

ARTICLE XII LIMITATIONS ON ACTIVITIES

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 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 of the corporation. 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 or public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on 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 Internal deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Members which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue code and none of the assets will be distributed to any member, officer or director of this corporation, provided, however, that the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501 (c)(3) of the code.

ARTICLE XIV
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 9374 S.W. 212th Terrace, Miami, Florida 33189, and the name of the registered agent of this corporation at that address is Eileen Weber, P.A.

IN WITNESS WHEREOF, I, the undersigned President, have hereunto set my hand and seal this 10 day of December, 2001.

Sr. Maria Regina Osondu
Sister Maria Regina Osondu, President

STATE OF FLORIDA)

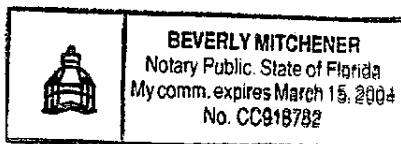
COUNTY OF BROWARD)

SS:

The foregoing instrument was acknowledged before me this 10 day of December, 2001, by Sister Maria Regina Osondu, as President of Daughters of Mary Compassion Center, Inc., a Florida not for profit corporation, on behalf of the corporation. (Check One) [] She is personally known to me or ☒ She has produced Not as identification.


025355653704-0
NOTARY PUBLIC-STATE OF FLORIDA,
At Large
Print, type or stamp Notary name:

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of Daughters of Mary Compassion Center, Inc., a Florida not for profit corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

A handwritten signature in cursive script, reading "Eileen Weber", is written over a horizontal line.

Eileen Weber
Registered Agent

MGR/JAM/mim/eg/JAM25/DAUGH-MARY-AMEND.ART
Final 12/3/2001