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JOHN KNOX VILLAGE OF FLORIDA, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

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JOHN KNOX VILLAGE OF FLORIDA, INC.
a Florida not-for-profit corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the following Amended and Restated Articles of Incorporation, which amend and restate in their entirety the Articles of Incorporation of John Knox Village of Florida, Inc. (the "Corporation"), as previously amended, were unanimously adopted and approved by the Board of Directors of the Corporation on July 8, 2024, pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act") and that the Corporation has no members.

ARTICLE I
NAME

The name of the Corporation is: John Knox Village of Florida, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation is 651 Village Drive, Pompano Beach, FL 33060.

ARTICLE III
PURPOSES AND RESTRICTIONS

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, religious, scientific, literary, or educational purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code," which term includes the regulations thereunder).

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in accordance with Florida Statutes 617.0505), and no director or officer of the Corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in the Code.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the Corporation is a "private operating foundation", in which case Section 4942 of the Code is inapplicable), and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

6. 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, dispose of all the assets (if any) of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify such organization or organizations as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets (if any) not so disposed of shall be disposed of by a court with appropriate jurisdiction, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE IV ELECTION OF DIRECTORS

The number of Directors of the Corporation shall be set forth in the By-Laws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the By-Laws of the Corporation.

ARTICLE V MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the Corporation is GY Corporate Services, Inc. with an office located at 777 South Flagler Drive, Suite 500 E, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF the undersigned has executed these Amended and Restated Articles of Incorporation as of July 8, 2024.

JOHN KNOX VILLAGE OF FLORIDA, INC.,
a Florida not-for-profit corporation



Salvatore A. Barbera, President and Chief Executive Officer

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