

742153

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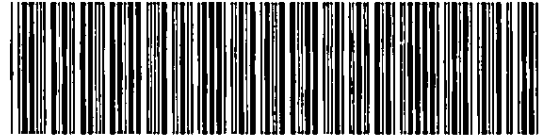
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APR 10 2019

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2019 APR -1 PM 1:42
STATE OF TEXAS
OFFICE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Covenant Living of Florida, Inc.

DOCUMENT NUMBER: 742153

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

Please return all correspondence concerning this matter to the following:

Alexandra N. Don
(Name of Contact Person)

Erickson Peterson Cramer
(Firm/ Company)

100 N. Field Drive, Suite 320
(Address)

Lake Forest, IL 60045
(City/ State and Zip Code)

ADon@epclawyers.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alexandra N. Don at 626 808-3883
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|--|--|---|---|

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

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

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

2019 APR -1 PM 1:42

COVENANT LIVING OF FLORIDA, INC.
A Florida Not For Profit Corporation

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida Not For Profit Corporation adopts the following as its Amended and Restated Articles of Incorporation.

RESOLVED, that the Corporation deems it advisable and in the best interests of the Corporation that the Articles of Incorporation of the Corporation be amended and restated in their entirety so that, as amended and restated in their entirety, they shall be and read as follows:

Article 1. *Name*. The name of the Corporation is Covenant Living of Florida, Inc. The Corporation was originally incorporated on March 21, 1978 as Covenant Village of Florida, Inc. The Corporation changed its name on April 1, 2019 to Covenant Living of Florida, Inc. The Corporation is affiliated with The Evangelical Covenant Church, an Illinois not for profit corporation ("The Evangelical Covenant Church") through its Board of Benevolence, and with Covenant Ministries of Benevolence, an Illinois not for profit corporation and with Covenant Living Communities and Services, an Illinois not for profit corporation. The Corporation exists as a ministry of The Evangelical Covenant Church to fulfill its mission as described in Article 4.

Article 2. *Registered Agent, Principal Office and Mailing Address*. On the date of the filing of these Amended and Restated Articles of Incorporation, the registered agent is: Corporation Services Company, 1201 Hays Street, Tallahassee, FL 32301. The principal office street address of the Corporation is: 9201 West Broward Blvd., Plantation, FL 33324. The principal office mailing address of the Corporation is 5700 Old Orchard Road, Skokie, IL 60077.

Article 3. *Member and Board of Directors*. The Corporation shall have one class of Membership. The sole Member of the Corporation shall be Covenant Living Communities and Services, an Illinois not for profit corporation (also referred to herein as "Member"). The Corporation's Member shall have all of the rights provided to the Corporation's Member under the Corporation's Articles of Incorporation and Bylaws and all rights afforded to voting members of Florida's not for profit corporation under the Florida Not for Profit Corporation Act to the extent such rights are not modified or supplanted by the Corporation's Articles of Incorporation and Bylaws. The elected and ex officio members of the Board of Directors of Covenant Living Communities and Services shall constitute the Board of Directors of the Corporation, whose manner of election, number, tenure and qualifications shall be as set forth in the Bylaws of Covenant Living Communities and Services. In addition, the Board of Benevolence of The Evangelical Covenant Church and the Executive Board of The Evangelical Covenant Church shall have such rights as provided to them under the Corporation's Articles of Incorporation and Bylaws.

Article 4. *Purposes*. The Corporation is organized, and shall be operated, exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any future federal tax code (the "Code"), specifically, to benefit, perform the functions of, and carry out the

purposes of The Evangelical Covenant Church by providing for the delivery of a continuum of care and services to senior adults and families on behalf of the Board of Benevolence of The Evangelical Covenant Church. The Corporation is and exists to perform a ministry of The Evangelical Covenant Church as further described in the Corporation's Bylaws.

Article 5. Powers. Subject to the limitations contained in the Corporation's Articles of Incorporation and Bylaws, the Corporation is empowered and authorized to receive (whether by gift, bequest, devise or other form of donation), acquire, buy, take hold, own, manage, invest, lease, mortgage, exchange, convey, donate, and dispose of any and all kinds of property, real, personal or mixed; to borrow and lend money; to do all things necessary, incidental or advantageous to the aforesaid purposes of the Corporation or for the carrying on or execution of the same; and, to do all other things permitted by the Florida Not for Profit Corporation Act and other laws that are consistent with the purposes set forth in Article 4 hereof.

Article 6. Tax Exempt Organization. In all events and circumstances, and regardless of any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), or amendment to the Articles of Incorporation, all of the assets and earnings of the Corporation shall be used exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code, and:

- (a) No part of the net earnings shall inure to the benefit of or be distributed to its directors or officers, or other private persons; except that the Corporation shall be empowered to: (i) pay reasonable compensation for services rendered; (ii) make payments and distributions in furtherance of the purposes set forth in Article 4 hereof; and (iii) make distributions in accordance with Article 7 hereof upon liquidation and dissolution of the Corporation;
- (b) 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office; and
- (c) Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article 7. Dissolution. Dissolution of the Corporation must be approved by the Member, by Covenant Ministries of Benevolence, and by The Evangelical Covenant Church. Upon dissolution, the entire net assets remaining after the payment of any and all liabilities and obligations of the Corporation shall be distributed to Covenant Living Communities and Services to be used for purposes similar to those stated in Article 4 above, and/or to other ministries selected by The Evangelical Covenant Church and Covenant Ministries of Benevolence, provided that the ministries receiving the assets qualify as exempt organizations under Section 501(c)(3) of the

Code. Such distribution shall be made in compliance with applicable State and Federal laws and regulations.

Article 8. *Amendment.* These Amended and Restated Articles of Incorporation may be amended, supplemented, restated, rescinded, modified or replaced by (i) action of the Board of Directors of the Corporation, and (ii) action of the Member of the Corporation.

Article 9. These Amended and Restated Articles of Incorporation of Covenant Living of Florida, Inc. were adopted by (i) the Board of Directors of the Corporation on January 18, 2019, and (ii) the Board of Directors of the Corporation's Member on January 18, 2019, and shall be effective as of the filing of this document. The number of votes cast by the Board of Directors of the Corporation on January 18, 2019, and by the Board of Directors of the Corporation's Member on January 18, 2019 for the amendment and restatement, was sufficient for approval.

This amendment and restatement deletes all articles of the Corporation's current Articles of Incorporation and substitutes in their place the above Articles 1 through 9.

[SIGNATURE PAGE TO FOLLOW]

COVENANT LIVING OF FLORIDA, INC.

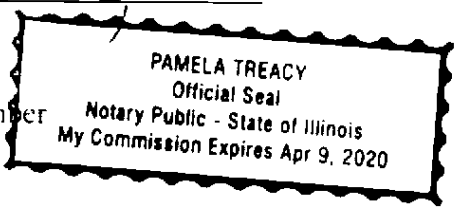
By: *Terr S. Cunliffe*
Terr S. Cunliffe, President

By: *David G. Erickson*
David G. Erickson, Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that **TERRI S. CUNLIFFE** and **DAVID G. ERICKSON**, personally known to me to be the President and Assistant Secretary, respectively, of **COVENANT LIVING OF FLORIDA, INC.**, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that as such President and Assistant Secretary, they signed and delivered the said instrument as their free and voluntary acts, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Pamela Treacy
Notary Public



COVENANT LIVING COMMUNITIES AND SERVICES, sole member

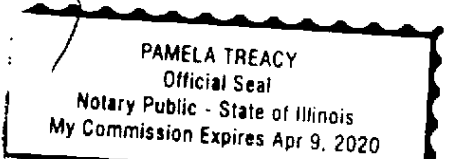
By: *Terr S. Cunliffe*
Terr S. Cunliffe, President

By: *David G. Erickson*
David G. Erickson, Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that **TERRI S. CUNLIFFE** and **DAVID G. ERICKSON**, personally known to me to be the President and Assistant Secretary, respectively, of **COVENANT LIVING COMMUNITIES AND SERVICES**, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that as such President and Assistant Secretary, they signed and delivered the said instrument as their free and voluntary acts, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

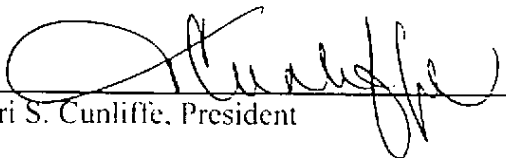
Pamela Treacy
Notary Public



**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COVENANT LIVING OF FLORIDA, INC.
*A Florida Not For Profit Corporation***

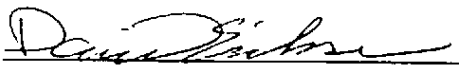
1. The following Amended and Restated Articles of Incorporation of Covenant Living of Florida, Inc. (the "Corporation") contains amendments to the Articles of Incorporation requiring (i) the approval of the Board of Directors of the Corporation, and (ii) the approval of the Corporation's Member, Covenant Living Communities and Services.
2. The Amended and Restated Articles of Incorporation of Covenant Living of Florida, Inc. were adopted by (i) the Board of Directors of the Corporation on January 18, 2019, and (ii) the Board of Directors of the Corporation's Member on January 18, 2019. The number of votes cast by the Board of Directors of the Corporation on January 18, 2019 and by the Board of Directors of the Corporation's Member on January 18, 2019 for the amendment and restatement, was sufficient for approval.
3. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto of Covenant Living of Florida, Inc.

COVENANT LIVING OF FLORIDA, INC.



Terri S. Cunliffe, President

Dated: March 14, 2019



David G. Erickson, Assistant Secretary

Dated: March 14, 2019

January 18, 2019

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 14, 2019

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David G. Erickson

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)