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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE LEGACY FOUNDATION AT SHELL POINT, INC.**

THE LEGACY FOUNDATION AT SHELL POINT, INC., a Florida not for profit corporation, filed its original Articles of Incorporation with the Office of the Secretary of State on October 17, 2001, and was assigned document number N01000007467 ("Corporation"). Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned Corporation, pursuant to a resolution duly adopted by its Members and Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I- NAME**

The name of the Corporation shall be The Legacy Foundation at Shell Point, Inc., and the principal place of business shall be 15010 Shell Point Boulevard, Fort Myers, County of Lee, State of Florida 33908.

**ARTICLE II- PURPOSE/STATEMENT OF FAITH**

2.1 The Corporation is a not-for-profit corporation. The specific and primary purposes for which the Corporation is formed is to support The Christian and Missionary Alliance Foundation, Inc., a Florida not-for-profit corporation (hereafter "CMAF" or "Shell Point Retirement Community") and a 501(c)(3) charity as defined under the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). The Corporation shall encourage and motivate the making of gifts, donations and benefactions by deed, will or otherwise, for the advancement, promotion, extension and maintenance of the Shell Point Retirement Community. The Corporation may also act as a fund raising arm of the Shell Point Retirement Community and may also

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invest the funds and serve as an endowment fund in support of Shell Point Retirement Community.

The purposes of this Corporation shall be limited to comply with the above and as set forth under Code Section 509(a)(3)(A). The purposes are expressly limited in this manner, and the Corporation may not engage in activities which are not in furtherance of the purposes. Accordingly, 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 for public office.

The property of this Corporation is dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or Member hereof, or to the benefit of any private individual. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered so long as said Corporation does not violate Section 4941 of the Code relating to "self-dealing," or any other applicable provision of the Code which would disqualify said Corporation as a tax exempt entity. The Corporation shall not engage in any act or self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws, rulings or regulations. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws, rulings or regulations. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws, rulings or regulations. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws, rulings, or regulations.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, rulings or regulations, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws, rulings or regulations. This Corporation shall not empower or operate to support or benefit any other organization other than Shell Point Retirement Community (or any of its subsidiaries

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which are exempt from federal income tax under Section 501(c)(3) of the Code). This Corporation shall benefit, perform the functions of or carry out the purposes of the publicly supported Shell Point Retirement Community and it is contemplated that this Corporation shall be operated, supervised or controlled by Shell Point Retirement Community which is an extension of the ministry of The Christian and Missionary Alliance, dedicated to serve the spiritual, social, and physical needs of aging persons in a caring environment of Christian community. The levels of care form a continuum ranging from independent living, through assisted living, to skilled nursing designed to honor the dignity of the individual while providing independence in relation to the physical and mental ability of the resident.

2.2 Accordingly, the Corporation hereby adopts the following statement of faith consistent with the ministry of The Christian and Missionary Alliance:

*"There is one God, who is infinitely perfect, existing eternally in three persons: Father, Son, and Holy Spirit.*

*Jesus Christ is true God and true man. He was conceived by the Holy Spirit and born of the Virgin Mary. He died upon the cross, the Just for the unjust, as a substitutionary sacrifice, and all who believe in Him are justified on the ground of His shed blood. He arose from the dead according to the Scriptures. He is now at the right hand of the Majesty on high as our great High Priest. He will come again to establish His Kingdom of righteousness and peace.*

*The Holy Spirit is a divine person, sent to indwell, guide, teach, empower the believer, and convince the world of sin, of righteousness, and of judgment.*

*The Old and New Testaments, inerrant as originally given, were verbally inspired by God and are a complete revelation of His will for the salvation of men. They constitute the divine and only rule of Christian faith and practice.*

*Man was originally created in the image and likeness of God. He fell through disobedience, incurring thereby both physical and spiritual death. All men are born with a sinful nature, are separated from the life of God, and can be saved only through the atoning work of the Lord Jesus Christ. The portion of the impenitent and unbelieving is existence forever*

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in conscious torment; and that of the believer, is everlasting joy and bliss.

Salvation has been provided through Jesus Christ for all men; and those who repent and believe in Him are born again of the Holy Spirit, receive the gift of eternal life, and become the children of God.

It is the will of God that each believer should be filled with the Holy Spirit and be sanctified wholly, being separated from sin and the world and fully dedicated to the will of God, thereby receiving power for holy living and effective service. This is both a crisis and a progressive experience wrought in the life of the believer subsequent to conversion.

Provision is made in the redemptive work of the Lord Jesus Christ for the healing of the mortal body. Prayer for the sick and anointing with oil are taught in the Scriptures and are privileges for the Church in this present age.

The Church consists of all those who believe in the Lord Jesus Christ, are redeemed through His blood, and are born again of the Holy Spirit. Christ is the Head of the Body, the Church, which has been commissioned by Him to go into all the world as a witness, preaching the gospel to all nations.

The local church is a body of believers in Christ who are joined together for the worship of God, for edification through the Word of God, for prayer, fellowship, the proclamation of the gospel, and observance of the ordinances of Baptism and the Lord's Supper.

There shall be a bodily resurrection of the just and of the unjust; for the former, a resurrection unto life; for the latter, a resurrection unto judgment.

The Second Coming of the Lord Jesus Christ is imminent and will be personal, visible, and premillennial. This is the believer's blessed hope and is a vital truth which is an incentive to holy living and faithful service."

#### ARTICLE III- MEMBERSHIP

3.1. The Members of the Corporation shall be the members of the Board of Directors of The Christian and Missionary Alliance Foundation, Inc., as it may be constituted from time to time.

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ARTICLE IV- EXISTENCE

4.1 The Corporation shall have perpetual existence.

ARTICLE V- SUBSCRIBERS, OFFICERS, BOARD MEMBERS

5.1 The name, position and address of the subscriber to these Amended and Restated Articles of Incorporation are:

Martin C. Schappell, Director - 15000 Shell Point Boulevard,  
Suite 100, Fort Myers, FL 33908

5.2 The affairs of this Corporation are to be managed by a Chairperson, Vice-Chairperson, Secretary, and Treasurer, and a Board of Directors. The officers shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the Bylaws as adopted by the Members of the Corporation.

5.3 The members of the Board of Directors shall be elected by Members of the Corporation, and shall consist of not fewer than three (3) directors.

ARTICLE VI- MEETINGS

6.1 The annual meeting of the Board of Directors shall be called by the Chairperson of the Board of Directors and shall be held each year, at which time the Board shall organize by electing from its membership a Chairperson, Vice Chairperson, Secretary/Treasurer.

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ARTICLE VII- BOARD OF DIRECTORS

7.1 The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VIII- DISPOSITION OF ASSETS

8.1 General. The Corporation is connected with, and subordinate to, its parent religious organization the Christian and Missionary Alliance Foundation, Inc., a Florida not for profit corporation which in turn is connected with, and subordinate to, its parent religious organization, The Christian and Missionary Alliance, a Colorado nonprofit corporation. In consideration of the mutual benefits generated and derived from this relationship, and understanding that The Christian and Missionary Alliance Foundation, Inc. and The Christian and Missionary Alliance are relying hereon in agreeing to initiate or continue such relationship, the Corporation agrees as follows:

8.2 Property Reversion Events. Any of the following shall constitute a "property reversion event:" (1) the termination of the Corporation's existence for any reason, (2) the failure for any reason of the Corporation to be subject to or abide by any of the purposes, usages, doctrines, or teachings of The Christian and Missionary Alliance, or (3) the decision or action of the Corporation to disaffiliate or otherwise separate itself from The Christian and Missionary Alliance without the prior written approval of such decision or action by the Board of Directors of The Christian and Missionary Alliance.

8.3 Determination of a Property Reversion Event. The determination of whether a property reversion event has occurred shall be considered and decided by the Board of Directors of The Christian and Missionary Alliance Foundation, Inc. in accordance with procedures established from time to time by the Board of Directors of The Christian and Missionary Alliance Foundation, Inc. The decision of the Board of Directors of The Christian and Missionary Alliance Foundation, Inc. shall be final and binding on the Corporation and The Christian and Missionary Alliance Foundation, Inc. and may not be challenged by any party.

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8.4 Consequences of a Property Reversion Event. Upon the occurrence of a property reversion event as determined in accordance with 8.3 above, legal title to all real and personal property (tangible and intangible), appurtenances, fixtures, and effects of whatever type then owned, held, or used by the Corporation, without regard to how or from whom acquired, shall, upon the demand of The Christian and Missionary Alliance Foundation, Inc., revert to and become the property of The Christian and Missionary Alliance Foundation, Inc.. During the period of time between the occurrence of the property reversion event and the complete and final transfer of legal title to The Christian and Missionary Alliance Foundation, Inc., the Corporation shall hold such property in trust for The Christian and Missionary Alliance Foundation, Inc. to be used exclusively to further the purposes, usages, doctrines, and teachings of the Christian and Missionary Alliance. If necessary for such reversion to be effective under Florida law, the Corporation shall (and the Board of Directors and Members of the Corporation shall cause the Corporation to) dissolve in accordance with applicable law and such reversion shall be accomplished pursuant to a plan of distribution of assets adopted by the Corporation in compliance with applicable law.

8.5 Should for any reason The Christian and Missionary Alliance Foundation, Inc. cease to exist, or no longer be a tax exempt organization qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended, then in this event The Christian and Missionary Alliance will succeed to all of the rights of The Christian and Missionary Alliance Foundation, Inc. as described herein.

8.6 Upon dissolution of the Corporation, pursuant to a plan of distribution of assets adopted by the Corporation in compliance with applicable law, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to The Christian and Missionary Alliance Foundation, Inc. or The Christian and Missionary Alliance as described above each of which is a tax exempt organization which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended, or to their successors in interest if neither of The Christian and Missionary Alliance Foundation, Inc. or The Christian and Missionary Alliance is then in existence, provided such successors in interest are qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended. None of these assets will be distributed to any Member, Director or officer of this Corporation.

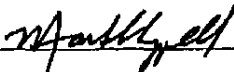


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ARTICLE IX- AMENDMENTS TO ARTICLES

9.1 Amendments to these Articles of Incorporation may be proposed and adopted only upon a two thirds (2/3) vote of the members then serving on the Board of Directors of the Corporation and ratified by a two thirds (2/3) vote of the Members of the Corporation, provided that notice of the proposed amendment or repeal shall have been given in the notice of each said meeting, in writing, by first class mail at least five (5) days in advance of each said the meeting.

In accordance with Sections 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, it is hereby certified that these Amended and Restated Articles of Incorporation were adopted respectively by the Members of the Corporation on February 16, 2017 and the Corporation's Board of Directors on February 17, 2017, and the number of votes cast by the Members and Directors for the amendments to the Articles of Incorporation as they appear in the Amended and Restated Articles of Incorporation were sufficient for approval. The undersigned subscriber has hereunto set his hand and seal this 29 day of March, 2017.

  
\_\_\_\_\_  
MARTIN C. SCHAPPELL,  
Director/Subscriber

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED NOT FOR PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the not for profit corporation is: The Legacy Foundation at Shell Point, Inc.
- 2. The name and address of the registered agent and office is:

MARTIN C. SCHAPPELL  
15000 SHELL POINT BLVD.  
SUITE 100  
FORT MYERS, FL 33908

Having been named as registered agent and to accept service of process for the above stated not-for-profit corporation at the place designated in this certificate, 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, as provided for in Chapter 617, Florida Statutes.

  
\_\_\_\_\_  
Martin C. Schappell,  
Registered Agent