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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
NAVAL CONTINUING CARE RETIREMENT FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAVAL CONTINUING CARE RETIREMENT FOUNDATION, INC.**

(A Not For Profit Corporation)

(Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the
Florida Not For Profit Corporation Act (the "Act")

Naval Continuing Care Retirement Foundation, Inc., a Florida not for profit corporation organized and existing under and by virtue of the provisions of the Act.

DOES HEREBY CERTIFY THAT:

1. The name of the corporation is Naval Continuing Care Retirement Foundation, Inc. ("Corporation") and that the Corporation was originally incorporated pursuant to the Act on October 7, 1985 and assigned Document Number N11464.
2. These Amended and Restated Articles of Incorporation were approved by the directors of the Corporation on March 30, 2022.
3. The Amended and Restated Articles of Incorporation were approved by Polaris Endeavors, Inc., which is the sole member of the Corporation, on April 26, 2022.
4. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Statutes.

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NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is Naval Continuing Care Retirement Foundation, Inc.

Section 1.2 Address. The mailing address and street address of the principal office of the corporation is 1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number, Name, Address. This corporation shall have thirteen (13) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors. The initial Directors and their addresses are:

<u>Name</u>	<u>Street Address</u>
Helen Atter	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Joseph Mitrick	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Joshua Ashby	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
William Struck	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Paula Chamberlain	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Wayne Galloway	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Arezou Jolly	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Kathleen Long	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Lindsay Norman	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Carol Pottenger	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Matthew Tuohy	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Robert Walters	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233
Howard Wanamaker	1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233

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ARTICLE IV
BYLAWS

Section 4.1 Bylaws. The Board of Directors of the Corporation is expressly empowered to adopt, amend, or repeal the Bylaws of the Corporation.

ARTICLE V
LIMITATIONS

Section 5.1 Limitations on Actions. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer or other private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, except that 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 set forth in Section 2.1 of these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of

carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code. The corporation shall not participate in, 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

Section 5.2 Private Foundation Limitations. At any time when the corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code, the following additional limitations on the corporation's activities shall apply:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
2. The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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ARTICLE VI

DISSOLUTION AND LIQUIDATION

Section 6.1 Dissolution and Liquidation. The corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided under the laws of Florida. In the event of dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed as follows:

1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
2. Remaining assets shall be distributed to Polaris Endeavors Inc. (the "Parent") (if it then recognized as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code). Any assets not distributed to the Parent shall be distributed to such tax exempt organizations under Section 501(c)(3) of the Code as may meet the general objective and mission of the Corporation, and/or one or more governmental units referred to in Section 170(c)(1) of the Internal

Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article V. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the corporation is located to one or more organizations recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

ARTICLE VII

REGISTERED OFFICE AND AGENT

Section 7.1 Name and Address. The street address of the registered office of this Corporation is 1 Fleet Landing Boulevard, Atlantic Beach, Florida 32233 and the name of the registered agent of this Corporation at that address is Joshua Ashby.

ARTICLE VIII

TERM OF EXISTENCE

Section 8.1 Term of Existence. This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

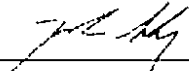
ARTICLE X

POWERS

Section 10.1 Powers. To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist from time to time.

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IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of June 23, 2023.



Its: Secretary

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MERRITT WALKER
SECRETARY