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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LATITUDE AT DAYTONA BEACH FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**FOR**

**LATITUDE AT DAYTONA BEACH FOUNDATION, INC.**

**(Not-For-Profit)**

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

**ARTICLE I**  
**NAME**

The name of the corporation shall be LATITUDE AT DAYTONA BEACH FOUNDATION, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be: 4042 Park Oaks Blvd, Ste 450, Tampa, FL 33610.

**ARTICLE III**  
**PURPOSE**

The corporation is organized and shall operate exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organization describe under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future federal tax code. The Corporation is formed to attract substantial support from contributions, directly or indirectly, from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. Such funds shall then be used for the benefit of, and to provide support to, other 501(c)(3) organizations operating in, and providing support to persons located in, the State of Florida; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to value; t sell, convey, or otherwise dispose of such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Corporation's Bylaws, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors, or officers, except that the Corporation shall be authorized and empowered

to pay reasonable compensation for services rendered to it or on its behalf as determined in the judgment of the directors. Except as determined, if so determined, at no time shall any part of the assets, income, or profit of the Corporation be distributable to, or inure to the benefit of, its members, directors, or officers. No substantial part of the Corporation's activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Statutes, or any successor provision thereto. Notwithstanding any other provision of these Articles of Incorporation, 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 Service of 1986, as amended (the "Code") or (b) by a corporation, contributions to which are deductible under Section 180(c)(2) of the Code.

#### **ARTICLE IV** **MANNER OF ELECTION**

The method of election of directors is as stated in the bylaws.

#### **ARTICLE V** **INITIAL DIRECTORS**

The affairs of this Corporation shall initially be managed by a Board of Directors consisting of no less than three directors who shall serve in accordance with the procedures described in the By-Laws. The names and addresses of the persons who shall serve as the initial Directors of the Corporation are as follows:

Brian Cale	4042 Park Oaks Blvd, Ste 450, Tampa, FL, 33610
Dutch Neuweiler	4042 Park Oaks Blvd, Ste 450, Tampa, FL, 33610
Scott Gambone	4042 Park Oaks Blvd, Ste 450, Tampa, FL, 33610

#### **ARTICLE VI** **MEMBERS**

There are no members or members entitled to vote on the amendment and the amendment was adopted by the Board of Directors on April 27, 2018.

#### **ARTICLE VII** **DISSOLUTION**

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further express provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the

Corporation to any exempt organization(s) under Section 501(c)(3) as the Board of Directors shall determine.

**ARTICLE VIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida address of the registered agent is:

ALAN B. COHN  
Greenspoon Marder LLP  
200 East Broward Boulevard, Suite 1800  
Fort Lauderdale FL 33301

**ARTICLE IX  
INCORPORATOR**

ALAN B. COHN  
Greenspoon Marder LLP  
200 East Broward Boulevard, Suite 1800  
Fort Lauderdale FL 33301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.



ALAN B. COHN  
Registered Agent & Incorporator

Date: April 27, 2018