

N29502

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

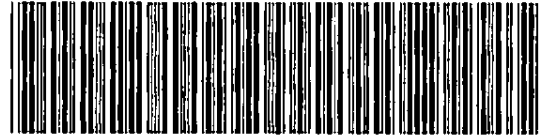
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400369831424

*Amended &
Restated Articles*

400369831424
07/16/21--01022--020 **52.50

FILED
2021 JUL 16 AM 9:47
CLERK OF STATE
TOLSON COUNTY, MISSISSIPPI

AUG 02 2021
A RAMSEY



Sunrise Community, Inc.
9040 Sunset Drive, Miami, FL 33173
T 305.596.9040 F 305.598.8240
www.sunrisegroup.org

July 8, 2021

Florida Secretary of State
Amendment Section – Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

To Business Entity Filings,

Please find attached an original and one copy of Amended and Restated Articles of Incorporation for Sunrise Community, Inc. along with our check in the amount of \$52.50 to cover the filing fee (\$35.00), certificate of status (\$8.75) and certified copy of the filed Amended and Restated Articles (\$8.75).

The Amended and Restated Articles of Incorporation were duly adopted by a majority vote of the Directors and Members present at the annual meeting held June 30, 2021.

If you have any questions please contact me at (305) 273-3013 or via email at Spotter@SunriseGroup.org.

Sincerely,

Sherri Potter
Assistant Secretary
Sunrise Community, Inc.



FILED

2021 JUL 16 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Sunrise Community, Inc.
(a Florida Not-for-Profit Corporation)

These Amended and Restated Articles of Incorporation were approved unanimously by the Members and Directors of **Sunrise Community, Inc.** at the annual meeting of the corporation held on June 30, 2021 and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval.

ARTICLE I - Name

The name of this corporation (the "Corporation") is Sunrise Community, Inc.

ARTICLE II – CORPORATE EXISTENCE

The existence of this Corporation commenced on the 30TH day of November 1988. The duration of the Corporation shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for the Corporation is:
9040 Sunset Drive
Miami, FL 33173

The mailing address of this Corporation shall be:
9040 Sunset Drive
Miami, FL 33173

ARTICLE IV - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are as follows:

A. This Corporation is a Corporation not for profit as defined in the Florida Not-for-Profit Corporation Act. The Corporation is not formed for pecuniary profit.

B. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This Corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida consistent with the purposes in Paragraph B, above.

ARTICLE V - LIMITATION

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its Members, Nonvoting Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, however, 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 Article IV hereof, to the extent permitted by law.

B. Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried out by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in the Internal Revenue Code Section 509(a)(1),(2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2).

C. No substantial part of the activities of the Corporation shall be the carrying on or 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 or in opposition to any candidate for public office.

ARTICLE VI - MEMBERS

The Corporation shall have such members as are specified in the bylaws of the Corporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation and the name of the registered agent of this Corporation at such address are as follows:

Zachary Wray
9040 Sunset Drive
Miami, Florida 33173

ARTICLE VIII - BOARD OF DIRECTORS

The management of this Corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is sixteen (16). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than three. The manner of election of Directors of the Corporation shall be provided in the By-Laws of the Corporation. The names and addresses of the current Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Russell Armour	6028 SW 85 th Avenue Miami, FL 33143-1536
Robert Coker	4105 Rigel's Cove Way Jensen Beach, FL 34957
Connie Crowther	3612 Palmarito Street Coral Gables, FL 33134-7021
Gregory Hicks	5 Far Hills Drive Avon, CT 06001
John L. Holcomb, Jr.	1410 Harbour Walk Rd. Tampa, FL 33602-5971
William Lank	2733 NE 37 th Drive Fort Lauderdale, FL 33308
Frank J. McMackin IV	536 Almeria Avenue Coral Gables, FL 33134
Robert H. Moring	12000 Delmahoy Drive Charlotte, NC 28777
William P. Muir	1800 South Ocean Blvd. #5D Boca Raton, FL 33432
William Owens	4001 Tamiami Trail No. #250 Naples, FL 34103-3555

Rose Pujol	2455 South Bayshore Drive Miami, FL 33133
Jose E. Souto, Jr.	1437 Sopera Avenue Coral Gables, FL 33143
Kevin E. Vance	3160 NE 27 th Avenue Lighthouse Point, FL 33064
Steven M. Weinger	1881 So. Bayshore Drive Miami, FL 33133
Gloria Wetherington	2050 E. Oakland Park Blvd, #201 Fort Lauderdale, FL 33306-1121
Pauline A. Young	12805 SW 103 rd Ct Miami, FL 33176

ARTICLE IX - DISSOLUTION

In the event of dissolution or final liquidation of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) a not-for-profit organization or organizations which may have been created to succeed the Corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a not-for-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE X - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION

Provisions of the original Articles of Incorporation regarding commencement of corporate existence and any other provision required by law to be retained or included in Articles of Incorporation are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

ARTICLE XI - INDEMNIFICATION

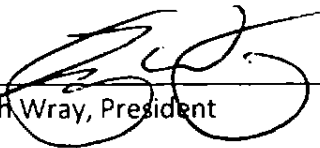
Subject to the exceptions and limitations contained in this ARTICLE XI, every person who is, or has been, a member of the Board of Directors, President, Secretary or Treasurer of this Corporation, including persons who serve as a member of the Board of Directors, President, Secretary or Treasurer of another entity that is a member of the Sunrise Group of Companies(individually and collectively the "Covered Person"), shall be indemnified by this Corporation to the fullest extent permitted by applicable law against all liability and expenses incurred or paid by the Covered Person in connection with any claim, action, suit or proceeding in which the Covered Person becomes involved as a party or otherwise by virtue of being or having been such a member of the Board of Directors, President, Secretary or Treasurer. Notwithstanding anything herein to the contrary, the Covered Person shall not be provided or entitled to any indemnification or other protection hereunder against any liability or expenses to which a court of competent jurisdiction (after all rights to appeal have been exhausted) determines arose from the willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the Covered Person's position as a member of the Board of Directors, President, Secretary or Treasurer.

The rights of indemnification herein provided may be insured against by policies maintained by this Corporation, shall be severable, shall not affect any other rights to which the Covered Person may now or hereafter be entitled and shall inure to the benefit of the Covered Person's heirs, executors and administrators; however, in no event shall this Corporation's obligations hereunder be (i) limited to the extent of any insurance coverage available to this Corporation or (ii) reduced or otherwise affected by this Corporation's failure to meet or satisfy any retention or deductible under policies of insurance maintained by this Corporation. To the fullest extent permitted by applicable law, expenses of preparation and presentation of a defense by the Covered Person to any claim, action, suit or proceeding subject to a claim for indemnification hereunder shall be advanced by this Corporation prior to final disposition thereof if (and only if): (i) this Corporation fails to reasonably defend the Covered Person (through policies of insurance maintained by this Corporation or otherwise); and (ii) the Covered Person agrees in writing to repay all such defense expenses to this Corporation if it is ultimately determined that such Covered Person is not entitled to indemnification hereunder. To the extent that any determination is required to be made as to whether the Covered Person engaged in conduct for

which indemnification is not provided as described herein, the Covered Person shall be afforded a rebuttable presumption that the Covered Person has not engaged in such conduct and that there is reason to believe that the Covered Person ultimately will be found entitled to indemnification hereunder. As used herein, the words "claim," "action," "suit" or "proceeding" shall apply to all claims, demands, actions, suits, investigations, regulatory inquiries, proceedings or any other occurrences of a similar nature, whether actual or threatened and whether civil, criminal, administrative or otherwise, including appeals, and the words "liability" and "expenses" shall include, without limitation, costs, reasonable attorneys' fees, judgments, amounts paid in settlement, fines, penalties and all other liabilities.

These Amended and Restated Articles of Incorporation were duly adopted by a majority vote of the Directors and Members present at the annual meeting held **June 30, 2021**. The Amended and Restated Articles are hereby adopted this **30th** day of **June 2021**, with an effective date of **July 1, 2021**.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this **30th** day of **June 2021, Effective as of 12:01 AM, July 1, 2021**, or if later, the date of filing with the Florida Secretary of State.



Zach Wray, President

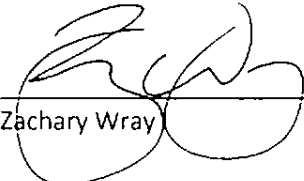
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **Sunrise Community, Inc.**
2. The name and address of the registered agent and office is:

Zachary Wray
9040 Sunset Drive
Miami, Florida

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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.


Zachary Wray _____
Date 6/30/2021

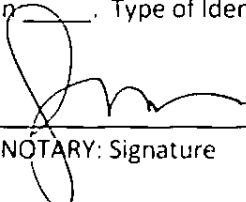
STATE OF FLORIDA
COUNTY OF Miami-Dade

SWORN TO AND SUBSCRIBED BEFORE me this 30th day of June 2021 by Zachary Wray, who is personally know to me X or Produced Identification _____. Type of Identification Produced: _____

Lidia Rebellon-Lumpkin

NOTARY: Print name

My Commission Expires:



NOTARY: Signature

