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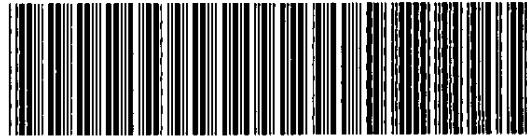
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mease Manor, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Diane Kelleher, Exec. Sec.
(Name of Contact Person)

Mease Manor, Inc.
(Firm/ Company)

700 Mease Plaza
(Address)

Dunedin, Florida 34698
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Diane Kelleher, Exec. Sec. at (727) 738-3210
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 17, 2011

DIANE KELLEHER, EXEC. SEC.
700 MEASE PLAZA
DUNEDIN, FL 34698

SUBJECT: MEASE MANOR, INC.
Ref. Number: 702243

We have received your document for MEASE MANOR, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 011A00019304

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF MEASE MANOR, INC.**

ITEM E. CHANGES TO ARTICLES:

ARTICLE I: unchanged.

ARTICLE II: unchanged.

ARTICLE III: article was amended to update language.

ARTICLE IV (A): now included in new Article X of Articles, and new Bylaws Article VII.

ARTICLE IV(B): restated in new Article IX.

ARTICLE V: now included in new Bylaws Article III, specifically 3.3, 3.6, 3.4, and 3.14.

ARTICLE VI: updated language in new Article IX.

ARTICLE VII: deleted names, adopted by full Board.

ARTICLE VIII: now included in new Article IV, and the remainder is now included in new Bylaws Article V, specifically 5.1, 5.3, 5.5, and 5.1.

ARTICLE IX: all names have been deleted.

ARTICLE X: all reference to residents has been deleted.

ARTICLE XI: now included in new Article VIII.

ARTICLE XII (1): now included in new Article XI, and in new Bylaws Article III, specifically 3.9.

ARTICLE XII (2): deleted.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

MEASE MANOR, INC.

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Florida Act"), the Articles of Incorporation of MEASE MANOR, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is **MEASE MANOR, INC.** (hereinafter, "Corporation").

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

The mailing and street address of the principal office of the Corporation is 700 Mease Plaza, Dunedin, Florida 34698.

**ARTICLE III
PURPOSE**

The Corporation is a not-for-profit organization, formed and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder (the "Code"). The Corporation is organized and operated to provide residential, healthcare, supportive and community-based services and programs for the elderly. The Corporation shall have all lawful corporate and other powers necessary or appropriate to such purposes, as conferred to the Corporation under the Florida Act, as it may be amended from time to time, or the provisions of any similar law, and the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under Section 501(c)(3) of the Code and its qualification to receive contributions deductible under Section 170(c)(2) of the Code.

**ARTICLE IV
TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees (the "Board of Trustees" or the "Board") consisting of not less than five (5) and not more than nine (9) individuals. The Trustees shall be elected in the manner provided for in the Corporation's bylaws.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent is John M. Norton, 700 Mease Plaza, Dunedin, Florida 34698.

ARTICLE VI
NO MEMBERS

The Corporation shall have no members.

ARTICLE VII
LIMITATION OF LIABILITY; INDEMNIFICATION

The Trustees and officers of the Corporation shall not be personally liable for monetary damages to any person, for or in connection with any statement, vote, decision or failure to take action, to the full extent permitted or authorized under the Florida Act and the Bylaws of the Corporation. Current and former Trustees, officers, employees and agents of the Corporation shall be entitled to indemnification from the Corporation, as provided in the Bylaws of the Corporation and consistent with the applicable provisions of the Florida Act.

ARTICLE VIII
BYLAWS

The Corporation shall have Bylaws, which may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to alter, amend or repeal the Bylaws of the Corporation shall be vested exclusively in the Board of Trustees, in the manner and on the terms provided in the Bylaws of the Corporation.

ARTICLE IX
DISSOLUTION

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, which shall be effected pursuant to the provisions of the Florida Act, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation to one or more organizations organized and operated exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Code, in such amounts as the Board of Trustees may determine. Any such assets remaining and not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such charitable, scientific or educational purposes, or to such other organizations, as said court shall determine, which are organized and operated

exclusively for such charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Code.

ARTICLE X OTHER NON-PROFIT PROVISIONS, LIMITATIONS AND RESTRICTIONS

Section 10.1 Limitations and Restrictions under Federal Tax Laws.

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any Trustee, officer, employee or other individual or entity having a personal or private interest in the Corporation; *provided, however*, 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 Article IV.

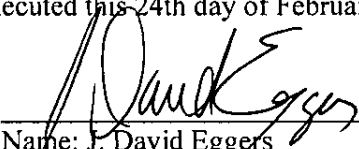
(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under Section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of Section 501(c)(3) of the Code.

(3) Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) by a corporation not for profit organized and operating under the laws of the State of Florida, in each case, as such laws now exist or may hereafter be amended.

ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a resolution adopted by two-thirds (2/3) of the Trustees then in office.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, having been adopted by the Corporation's Board of Trustees in compliance with the applicable provisions of the Florida Act, and have been duly executed this 24th day of February, 2011.



Name: J. David Eggers
Chairman of the Board

MEASE MANOR, INC.

ITEM D. AMENDING OFFICERS AND DIRECTORS

ADD:

J. David Eggers, Chairman	700 Mease Plaza, Dunedin, Florida 34698
Nancy Ridenour, Vice Chairman/Treasurer	700 Mease Plaza, Dunedin, Florida 34698
John Freeborn, Esq., Secretary	700 Mease Plaza, Dunedin, Florida 34698
Jack Bowersox, Trustee	700 Mease Plaza, Dunedin, Florida 34698
Rev. Victoria ByRoade, Trustee	700 Mease Plaza, Dunedin, Florida 34698
Daniel Massaro, Trustee	700 Mease Plaza, Dunedin, Florida 34698
Sue Bunevich, Trustee	700 Mease Plaza, Dunedin, Florida 34698
Sallie Parks, Trustee	700 Mease Plaza, Dunedin, Florida 34698
Dave Pauley, Trustee	700 Mease Plaza, Dunedin, Florida 34698

Articles of Amendment
to
Articles of Incorporation
of

Mease Manor, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

<u>Name of New Registered Agent:</u>	CONFIRMING: <u>John M. Norton,</u>
	<u>700 Mease Plaza</u>
<u>New Registered Office Address:</u>	(Florida street address)
	<u>Dunedin,</u> Florida <u>34698</u>
	(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

See additional sheets attached

(attach additional sheets, if necessary). (Be specific)

See additional sheets attached

The date of each amendment(s) adoption: February 24, 2011
(date of adoption is required)

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

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 September 1, 2011

Signature John M. Norton, CEO
(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)

John M. Norton
(Typed or printed name of person signing)

President/CEO
(Title of person signing)