

702243

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

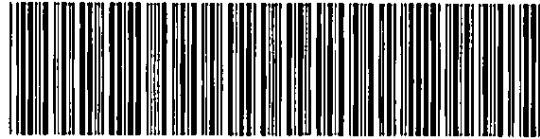
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200322454492

FILED
2019 JAN -2 AM 11:11
TALLAHASSEE, FL

01/02/19--01041--009 ♦♦52.50

JAN 19 11
S. PRATHER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MEASE MANOR, INC.

DOCUMENT NUMBER: 702243

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

Please return all correspondence concerning this matter to the following:

Mary Ella Cummings
Name of Contact Person

Mease Manor, Inc.
Firm/ Company

700 Mease Plaza
Address

Dunedin, FL 34698
City/ State and Zip Code

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

For further information concerning this matter, please call:

Mary Ella Cummings 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

Articles of Amendment
to
Articles of Incorporation
of

MEASE MANOR, INC.

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

702243

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

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

n/a The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

n/a

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

n/a

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:

Name of New Registered Agent KENT McRAE

700 MEASE PLAZA, DUNEDIN, FL 34698
(Florida street address)

New Registered Office Address: n/a, Florida
(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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe
☐ Remove V Mike Jones
☐ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	C/P	J. DAVID EGGERS	700 Mease Plaza Dunedin, FL 34698
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	TR	Nancy Ridenour	700 Mease Plaza Dunedin, FL 34698
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	S	JOHN FREEBORN	700 Mease Plaza Dunedin, FL 34698
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	TR	Jack Bowersox	700 Mease Plaza Dunedin, FL 34698
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	TR	Victoria ByRade	n/a
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	TR	Sue Bancovich	n/a

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change ____ Add ____ Remove	<u>C/P</u>	<u>Sallie Parks</u>	<u>700 Mease Plaza</u> <u>Dunedin, FL 34698</u>
2) ____ Change <u>X</u> Add ____ Remove	<u>TR</u>	<u>MEL ORA</u>	<u>700 Mease Plaza</u> <u>Dunedin, FL 34698</u>
3) ____ Change <u>X</u> Add ____ Remove	<u>VP</u>	<u>BRUCE LIVINGSTON</u>	<u>700 Mease Plaza</u> <u>Dunedin, FL 34698</u>
4) ____ Change <u>X</u> Add ____ Remove	<u>T</u>	<u>KEVIN DONOGHUE</u>	<u>700 Mease Plaza</u> <u>Dunedin, FL 34698</u>
5) ____ Change <u>X</u> Add ____ Remove	<u>S</u>	<u>MARY BETH CARROLL</u>	<u>700 Mease Plaza</u> <u>Dunedin, FL 34698</u>
6) ____ Change <u>X</u> Add ____ Remove	<u>TR</u>	<u>STACY GALIK</u>	<u>700 Mease Plaza</u> <u>Dunedin, FL 34698</u>

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action
(Check One)

Title

Name

Address

- 1) ☐ Change TR JEFFREY BECK 700 Mease Plaza
☒ Add Dunedin, FL 34698
☐ Remove
- 2) ☐ Change TR DEBORAH KYNES 700 Mease Plaza
☒ Add Dunedin, FL 34698
☐ Remove
- 3) ☐ Change TR DAN MASSARO 700 Mease Plaza
☐ Add Dunedin, FL 34698
☐ Remove
- 4) ☐ Change TR DAVID PAULEY 700 Mease Plaza
☐ Add Dunedin, FL 34698
☐ Remove
- 5) ☐ Change TR LINDA CHAMBERLAIN 700 Mease Plaza
☒ Add Dunedin, FL 34698
☐ Remove
- 6) ☐ Change _____ _____ _____
☐ Add
☐ Remove

F. If amending or adding additional Articles, enter change(s) here:

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

ARTICLE IV - TRUSTEES

To change the maximum number of Trustees from 9 to 14.

"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 fourteen (14) individuals."

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

n/a

Article IV - Trustees - 12/14/17

The date of each amendment(s) adoption: Amendment of Officers/Directors 12/13/18, if other than the date this document was signed.

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated DECEMBER 19, 2018

Signature

[Signature]
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

KENT McRAE
(Typed or printed name of person signing)

PRESIDENT/CEO
(Title of person signing)

FILED
2019 JAN -2 AM 11:11
DEPT OF STATE
TALLAHASSEE, FL

**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, the "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 fourteen (14) 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 Kent McRae, 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 PROVISION, 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.

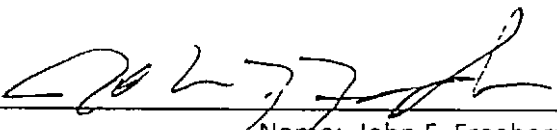
(3) Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions 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 14th day of December, 2017.


Name: John F. Freeborn
Chair of the Board