

9/30/21, 2:06 PM

703335

2021/09/30 14:12:55 2/17

Division of Corporations

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H21000366875 3)))



H210003668753ABC5

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6380

From: Account Name : SHUMAKER, LOOP & KENDRICK LLP  
Account Number : 075500004387  
Phone : (813)229-7600  
Fax Number : (813)229-1660

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: arichards@shumaker.com

2021 SEP 30 AM 10:17

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LAKEVIEW CENTER, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

OCT 01 2021

A. LUNT

Electronic Filing Menu

Corporate Filing Menu

Help

H21000366875 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LAKEVIEW CENTER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2021 SEP 30 AM 10:17

A. The name of this corporation is LAKEVIEW CENTER, INC. (the "Corporation").

B. The Directors of this Corporation have adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with the Florida Not For Profit Corporations Act. As amended and restated, the Articles of Incorporation shall read as follows:

**ARTICLE I - NAME**

The name of this Corporation is LAKEVIEW CENTER, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the principal place of business of this Corporation shall be 1221 West Lakeview Ave., Pensacola, Florida 32501. The mailing address of the principal place of business of this Corporation shall be 1221 West Lakeview Ave., Attn: Executive Office, Pensacola, Florida 32501.

**ARTICLE III - PURPOSES**

**Statement of Purposes.** The purposes for which the Corporation is organized are to provide comprehensive human services, including but not limited to behavioral health, child protective services and vocational services. The purposes are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code") and in furtherance of these purposes, the Corporation may:

- (a) Be entitled to and be possessed of all the privileges, franchises and powers under Chapter 617 of the Florida Statutes, as now existing or hereafter amended. All of the properties, rights and privileges heretofore belonging to the Corporation under its original charter as amended are hereby confirmed to the Corporation under these Articles.
- (b) Buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and construct, maintain and operate improvements thereon necessary to further the objects of its business.

H21000366875 3

H21000366875 3

- (c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the Corporation's property.
- (d) Promote and support, by donation, loan, investment or disposition of funds for the use and benefit and in furtherance of the interests of (i) the member during such period as the member shall be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law); (ii) the charitable related facilities owned, leased, managed, operated or controlled by the member or the Corporation; (iii) institutions separately incorporated which have the member or the Corporation as its sole member or shareholder, provided that any such organization supported by the Corporation shall be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and (iv) any other not-for-profit and federally tax-exempt organization which is affiliated with the Corporation, the purposes of which are not inconsistent with those of the Corporation.
- (e) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:
  - (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, 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 herein.
  - (ii) No substantial part of the activities of the Corporation shall be the carrying on of 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 any candidate for public office except as authorized under the Internal Revenue Code.
  - (iii) Notwithstanding any other provisions 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 Section 170(c)(2) of the Internal Revenue Code.

H21000366875 3

H21000366875 3

**ARTICLE IV – POWERS**

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

**ARTICLE V - DISSOLUTION**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute in any proportions thought wise all of the assets of the Corporation to its member, if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 or, if not, then to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE VI - REGISTERED AGENT AND ADDRESS**

The name of the registered agent of the Corporation is Corporation Service Company. The address of this registered agent is 1201 Hays Street, Tallahassee, Florida 32301-2525. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

**ARTICLE VII - MEMBERS AND DIRECTORS**

7.1 Member. The sole member of the Corporation shall be LCI II, Inc., a Florida not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or its permitted successors and/or transferees that are entities described in Section 501(c)(3) of the Internal Revenue Code of 1986 or another tax exempt entity to the extent permitted by and/or not inconsistent with Fla. Stat. § 617.0202, these articles of incorporation and the Corporation's bylaws. As sole member it shall be entitled to all of those rights and powers provided voting members from time to time by the Florida Nonprofit Corporation law and such duties and responsibilities as are provided in the Bylaws of the Corporation.

H21000366875 3

H21000366875 3

7.2 Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the Bylaws of the Corporation.

#### **ARTICLE VIII - BYLAWS**

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by supermajority (75%) of the voting members of the Board of Directors, provided that a brief description of such proposed amendment(s) shall have been published in advance of the meeting at which approval is sought , and provided further, that the member of the Corporation shall approve such amendment before it shall become effective.

#### **ARTICLE IX - TERM**

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

#### **ARTICLE X - AMENDMENTS**

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

The Directors of this Corporation are entitled to vote on the adoption of this Amendment and Restatement of the Articles of Incorporation, and the member of the Corporation must approve such amendment before it shall become effective. The Amended and Restated Articles of Incorporation of Lakeview Center, Inc. were adopted by the Directors on September 27, 2021. The Amended and Restated Articles of Incorporation of Lakeview Center, Inc. were adopted by the member on September 23, 2021 and the number of votes cast for the amendment and restatement was sufficient for approval.

H21000366875 3

2021/09/30 14:20:35 7 /7

DocuSign Envelope ID: 1E62EBF3-222A-47F0-A7F8-3B343F9CB699

H21000366875 3

IN WITNESS WHEREOF, LAKEVIEW CENTER, INC. has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 30 day of September, 2021.

LAKEVIEW CENTER, INC., a Florida  
not-for-profit corporation

DocuSigned by:  
By: Allison Hill  
Print Name: M. Allison Hill  
Its: President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2021 SEP 30 AM 10:17

H21000366875 3