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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CATHEDRAL FOUNDATION OF JACKSONVILLE, INC.

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J DEWIS
JUL -3 2024

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CATHEDRAL FOUNDATION OF JACKSONVILLE, INC.

FILED
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SECRETARY OF STATE

THESE AMENDED & RESTATED ARTICLES OF INCORPORATION of CATHEDRAL FOUNDATION OF JACKSONVILLE, INC., a Florida not for profit corporation (the "Corporation"), are submitted in accordance with Chapter 617 of the Florida Statutes for purposes of amending and restating the Articles of Incorporation of the Corporation in their entirety. From and after the date of filing hereof, the Amended & Restated Articles shall be as set forth in the Articles below.

FIRST: The information required by Chapter 617, Florida Statutes, is as follows:

- (i) The corporation's present name is "CATHEDRAL FOUNDATION OF JACKSONVILLE, INC."
- (ii) The date of filing of the Articles of Incorporation of the Corporation was August 22, 1962. The Corporation was assigned document number 704444.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
- (iv) These Amended & Restated Articles have been duly executed and are being filed in accordance with Chapter 617, Florida Statutes.
- (v) These Amended and Restated Articles were adopted by the Corporation's Board of Directors.

SECOND: The Amended & Restated Articles of the Corporation are as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be COMMUNITY SENIOR SERVICES, INC. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office and mailing address of the Corporation is 4250 Lakeside Drive, Suite 300, Jacksonville, Florida 32210.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the general nature and purposes of the Corporation shall include, but shall not be limited to the advancement of the welfare of humankind through ownership, operation, administration and management of housing and other facilities and programs for aged, sick, handicapped, poor and other needy persons. In effectuating such general purpose the Corporation may on a non-profit basis:

1. Acquire by gift or otherwise, and hold, sell, convey, assign, mortgage, and lease any property, real or personal.
2. Borrow money and issue evidences of indebtedness; and secure loans and other indebtednesses by mortgages, deeds of trust, pledges, or other liens upon the property of the corporation.
3. Apply for, obtain and contract with any agency of the United States or of any State for a direct loan or loans or other financial aid (in the form of mortgage insurance or otherwise) for the acquisition, construction, operation and maintenance of such facilities.

4. Engage in any kind of activity, and enter into, perform, and carry out contracts of any kind which are necessary or incidental to the accomplishment of any of the purposes of the Corporation.

5. Conduct educational and scientific research, and cooperate with foundations, educational institutions and research centers with the aim of increasing knowledge and enhancing life.

6. Receive gifts, bequests, and public and private financial assistance.

7. Provide housing and related facilities and services for the elderly.

8. Plan, construct, operate, maintain, rehabilitate, alter, convert and improve housing and related facilities and services for the elderly.

9. Provide services necessary to meet the physical, social, psychological and spiritual needs of the elderly.

10. Do anything necessary or appropriate to effect the efficient operation of the facilities of the Corporation.

B. The Corporation is irrevocably dedicated to the aforesaid non-profit purpose, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

D. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations exempt from tax under Section 501(c)(3) of the Code.

E. The Corporation in pursuit of its purpose may encumber any property owned or held by it with mortgages.

F. The Corporation shall have all the powers of a corporation not for profit organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in Section 617 of the Florida Statutes, these Articles of Incorporation, or the Bylaws; provided, however, that the Corporation is specifically prohibited from engaging in any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least five (5) persons. The current directors and their titles are listed below:

<u>NAME</u>	<u>TITLE</u>
Rebecca Berg	Chair
Gregory Redmon	Chair
Alfred W. Rutland	Director
Sharon T. Wilburn	Director
Michael R. Weatherby	Director
Andrew Harmon	Director
Pasquale Gilberto	Director
Amber Isley	Director
Kevin Kenney	Director

ARTICLE V - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI - INDEMNIFICATION

The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by at least two-thirds of the entire Board of Directors of the Corporation.

ARTICLE VIII - BYLAWS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors.

ARTICLE IX - REGISTERED AGENT

The address of the initial Registered Office and the Registered Agent of the Company at such address are as follows:

ZKS Registered Agent Services, LLC
315 E. Robinson Street, Suite 600
Orlando, FL 32801

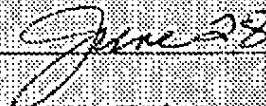
The foregoing Amended and Restated Articles of Incorporation were adopted on May 14, 2024, 2024 by the former members and the Board of Directors of the corporation, and the number of votes cast for the amendment was sufficient for approval.

COMMUNITY SENIOR SERVICES, INC.

By:


Rebecca Berg, Chair ~~man~~ of the Board

Date:

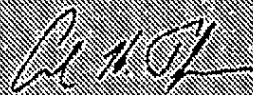


, 2024

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 as provided for in Chapter 605 of the Florida Statutes.



Andrew H. Thompson, Esquire on behalf of
ZKS Registered Agent Services, LLC
Registered Agent