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S. YOUNG

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

OCEAN REEF CHAPEL, INC.  
**NAME OF CORPORATION:** \_\_\_\_\_

717300  
**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

LOUIS NOSTRO

\_\_\_\_\_  
(Name of Contact Person)

GUNSTER, YOAKLEY & STEWART, P.A.

\_\_\_\_\_  
(Firm/ Company)

600 BRICKELL AVENUE, SUITE 3500

\_\_\_\_\_  
(Address)

MIAMI, FL 33131

\_\_\_\_\_  
(City/ State and Zip Code)

lnostro@gunster.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LOUIS NOSTRO

305

376-6075

at

\_\_\_\_\_  
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED

19 AUG 29 PM 6:16

RECORDS & COMM.  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
OCEAN REEF CHAPEL, INC.**

WHEREAS, the Articles of Incorporation of OCEAN REEF CHAPEL, INC. (the "Corporation") were filed with the Florida Department of State on October 6, 1969 and an amendment to the Corporation's Articles of Incorporation were subsequently filed on July 8, 1970; and

WHEREAS, it is the intention of the Board of Directors of the Corporation that the Articles of Incorporation be amended and restated, effective on the date of filing of these Amended and Restated Articles with the Department of State; and

WHEREAS, these Amended and Restated Articles of Incorporation of the Corporation as hereinafter set forth were approved by unanimous written consent of the Board of Directors, pursuant to the provisions of Sections 607.1003, 607.0704, and 607.0821 of the Florida Business Corporation Act.

NOW, THEREFORE, these amended and restated Articles of Incorporation (the "Articles") are hereby made and acknowledged by the undersigned, to be filed with the Department of State, Division of Corporations, State of Florida, for the purpose of forming a not for profit corporation in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE ONE  
NAME**

The name of the Corporation is Ocean Reef Chapel, Inc., a Florida not-for-profit corporation.

**ARTICLE TWO  
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation in the State of Florida shall be located at 32 Ocean Reef Drive, Key Largo, FL 33037.

**ARTICLE THREE  
PURPOSES; RESTRICTIONS**

(a) Purpose. The Corporation is established, and shall be operated, exclusively for charitable, religious and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(9) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(10) Notwithstanding any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE FOUR POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations.

## **ARTICLE FIVE DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors. The manner in which directors are to be elected or appointed shall be as set forth in the bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least nine (9) directors and not more than thirteen (13).

## **ARTICLE SIX BYLAWS**

The initial bylaws of the Corporation shall be adopted by the directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

## **ARTICLE SEVEN AMENDMENT OF ARTICLES OF INCORPORATION**

The procedure for amending these Articles shall be as prescribed by Florida law.

## **ARTICLE EIGHT DISSOLUTION**

In the event of dissolution of the Corporation or the winding up of its affairs, the residual assets of the Corporation will be turned over to (1) one or more organizations which is or are exempt as an organization or organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or (2) the Federal, State or local government for exclusive public purposes.

## **ARTICLE NINE REGISTERED OFFICE AND REGISTERED AGENT**

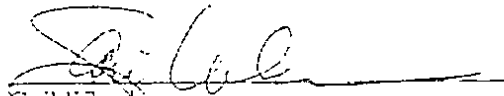
The street address of the Corporation's initial registered office is 32 Ocean Reef Drive, Key Largo, FL 33037. The name of the Corporation's initial registered agent at that address is Gail Wheeler.

**ARTICLE TEN  
INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Gail Wheeler  
32 Ocean Reef Drive  
Key Largo, FL 33037

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles on  
August 10, 2019.

  
Gail Wheeler

### CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Sections 617.0501 and 617.0503 of the Florida Statutes.



Gail Wheeler, Registered Agent

Date: August 10, 2019.

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