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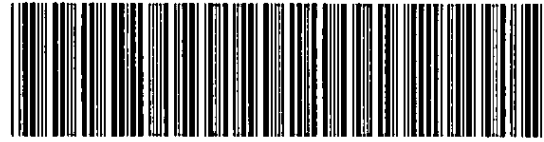
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
United Cerebral Palsy of Southwest Florida, Inc.
(a Florida Not-for-Profit Corporation)

Renamed Herein
SUNRISE COMMUNITY OF SOUTHWEST FLORIDA, INC.

FILED
MAY 20 11 11 AM '19
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

These Amended and Restated Articles of Incorporation were approved by a majority vote of the Directors of **Sunrise Community of Southwest Florida, Inc. (formerly United Cerebral Palsy of Southwest Florida, Inc.)** at a meeting called expressly for that purpose on April 24, 2019 and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval. There are no Members entitled to vote on the amendment.

ARTICLE I

The name of this corporation (the "Corporation") is
Sunrise Community of Southwest Florida, Inc.

ARTICLE II

The existence of this Corporation commenced on the October 26, 1977. The duration of the Corporation shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for the Corporation is:

810 SE 10th Ct.
Cape Coral, FL 33990

The mailing address of this Corporation shall be:

9040 Sunset Drive
Miami, FL 33173

ARTICLE IV - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are as follows:

A. This Corporation is a Corporation not for profit as defined in the Florida Not-for-Profit Corporation Act. The Corporation is not formed for pecuniary profit.

B. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This Corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida consistent with the purposes in Paragraph B, above.

ARTICLE V - LIMITATION

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its Members, Nonvoting Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, however, 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 4 hereof, to the extent permitted by law.

B. Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried out by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in the Internal Revenue Code Section 509(a)(1),(2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2).

C. No substantial part of the activities of the Corporation shall be the carrying on or 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 or in opposition to any candidate for public office.

ARTICLE VI - MEMBERS

The Corporation shall have such members as are specified in the bylaws of the Corporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation and the name of the registered agent of this Corporation at such address are as follows:

Zachary Wray
9040 Sunset Drive
Miami, Florida 33173

ARTICLE VIII - BOARD OF DIRECTORS

The management of this Corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the Corporation shall be provided in the By-Laws of the Corporation. The names and addresses of the current Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
F. Joseph McMackin III	9040 Sunset Drive Miami, FL 33173
Gloria A. Wetherington	9040 Sunset Drive Miami, FL 33173
Steven M. Weinger	9040 Sunset Drive Miami, FL 33173

ARTICLE IX - DISSOLUTION

In the event of dissolution or final liquidation of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) a not-for-profit organization or organizations which may have been created to succeed the Corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt

from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a not-for-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE X - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION


Provisions of the original Articles of Incorporation regarding commencement of corporate existence and any other provision required by law to be retained or included in Articles of Incorporation are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

These Amended and Restated Articles of Incorporation were duly adopted by a majority vote of the Directors and Members present at the special meeting held **April 24, 2019**. The Amended and Restated Articles are hereby adopted this **24th** day of **April, 2019**, with an effective date of **July 1, 2019**.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this **24th** day of **April, 2019, Effective as of 12:01 AM, July 1, 2019, or if later, the date of filing with the Florida Secretary of State.**



Zach Wray, President

