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SECRETARY OF STATE



SUNRISE COMMUNITY, INC.

Empower, Overcome, Achieve,

9040 Sunset Drive Miami, Florida 33173

Tel. 305.596.9040 Fax 305.598.8240

www.sunrisegroup.org

Officers of the Board

Chairperson

Stephen T. Rice, CLU, ChFC

First Vice Chairperson Steven M. Weinger, Esq.

Second Vice Chairperson

Pauline A. Young, EdD

Secretary

Geraldine Tucker

Treasurer

F. Joseph McMackin III, Esq.

Board of Directors

Dorothy W. Adside
Edwin T. Cosby
Connie Crowther
Barnett A. Greenberg, DBA
Richard H. McCarthy
Robert H. Moring, CLU, CFP
Daniel J. O'Connell, EdD
Rose B. Pujol-Palacios

Gloria A. Wetherington Marilyn M. Wycoff

Officers of the Corporation

President/CEO

Jose E. Souto

Leslie W. Leech, Jr.

Secretary/Treasurer James G. Weeks, PhD July 5, 2007

Secretary of State Division of Corporations 409 E. Gains Street Tallahassee, FL 32399

Dear Sir or Madam:

Please find enclosed our check in the amount of \$52.50 to cover the filing fee, certified copy fee and Certificate of Status for the Amended and Restated Articles that are attached.

I would greatly appreciate any assistance you might be able to offer in expediting our request. I have enclosed a self paid overnight envelope that you may use to send us the copies. Should you have any questions, please let me know by calling me at 305-273-3013.

Thank you for your assistance.

Sincerely,

Sherri L. Thorp

Executive Assistant

Office of the President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Log Cabin Enterprises, Inc.

FILED

07 JUL -6 AM 3: 15

SEURETARY OF STAIL
TALLAHASSEE. FLORIDA

These Amended and Restated Articles of Incorporation were approved unanimously by the directors of <u>Log Cabin Enterprises</u>, <u>Inc.</u> at a meeting called expressly for that purpose on July 2, 2007 and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval.

ARTICLE J

The name of this corporation is Log Cabin Enterprises, Inc.

ARTICLE II

The existence of this corporation commenced on the <u>October 17, 1983</u> The duration of the corporation shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

Log Cabin Enterprises, Inc. 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 of Paragraph B, above.

ARTICLE V - LIMITATION

- A. No part of the net earning, 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).

ARTICLE VI - MEMBERS

The members shall have all the rights and privileges granted to members of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, except as otherwise limited by these Articles and the By-Laws 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:

Leslie W. Leech, Jr. 9040 Sunset Drive Miami, Florida

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 seven (7). 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:

NAME	<u>ADDRESS</u>
Bernard Edelstein	1221 Biscaya Drive Surfside, FL 33154
Sheila Nieburg	1221 Biscaya Drive Surfside, FL 33154
Stan Bershard '	1005 Kane Concourse, Suite 207 Bay Harbor Islands, FL 33154
Steven M. Weinger	2650 SW 27 th Avenue Miami, FL 33133
Rose Pujol	3059 Grand Avenue, Suite 200 Miami, FL 33133-5161
Connie Crowther	269 Giralda Ave, Ste 302 Coral Gables, FL 33134-5002
Marilyn Wycoff	4208 SW 138 th Place Miami, FL 33175

<u>ARTICLE IX - DISSOLUTION</u>

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 nonprofit 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 nonprofit 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 present at the special meeting held June 21, 2007. The Amended and Restated Articles are hereby adopted this **2nd** day of **July**, **2007**, with an effective date of **July 2**, **2007**.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2^{nd} day of July, 2007.

James G. Weeks, Secretary/Treasurer

STATE OF FLORIDA COUNTY OF DADE

The foregoing instrument was acknowledged before me by <u>Leslie W. Leech, Jr. and James G. Weeks</u>, respectively of the corporation, who are personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at <u>Miami</u>, in said county and State this 2nd day of July, 2007.

My Commission Expires:

Sherri L. Thorp Print Name:

Print Name: NOTARY PUBLIC Notary Public

SHERRI L. THORP

MY COMMISSION # DD 395332

EXPIRES: March 1, 2009

Bonded Thru Notary Public Underwriters

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: Log Cabin Enterprises, Inc.
- The name and address of the registered agent and office is:
 Leslie W. Leech, Jr.
 9040 Sunset Drive, Suite 70A
 Miami, Florida

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Date

STATE OF FLORIDA COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 2nd day of July, 2007 by Leslie W. Leech, Jr., who is personally known to me, and who did take an oath.

Sherri L. Thorp NOTARY PUBLIC My Commission Expires:

SHERRI L. THORP
MY COMMISSION # DD 395332
EXPIRES: March 1, 2009
Bonded Thru Notary Public Underwriters