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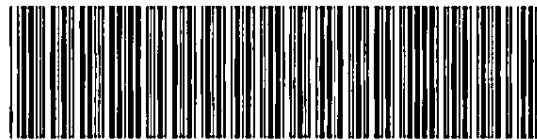
(Business Entity Name)

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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Augustana & Elim Care Services Corporation

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F19000002871

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Briana Eddleston

\_\_\_\_\_  
Name of Contact Person

Cassia Services

\_\_\_\_\_  
Firm/Company

7171 Ohms Lane

\_\_\_\_\_  
Address

Edina MN 55439

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

briana.eddleston@cassialife.org

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

For further information concerning this matter, please call:

Briana Eddleston

at ( 952 ) 855-5156

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**NOT FOR PROFIT CORPORATION  
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**  
(Pursuant to s. 617.1504, F.S.)

**SECTION I  
(1-3 MUST BE COMPLETED)**

F19000002871

(Document Number of Corporation (If known))

1. Augustana & Elim Care Services Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Minnesota

(Incorporated under laws of)

3. 06/30/2019

(Date authorized to conduct affairs in Florida)

**SECTION II**

**(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/27/2019

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. Cassia Services Corporation

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Kathy Youngquist  
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Kathy Youngquist

(Typed or printed name of the person signing)

CFO

(Title of person signing)

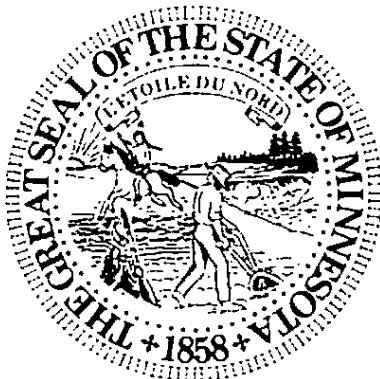
## Office of the Minnesota Secretary of State Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

### Filing(s) filed on:

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
12/27/2019	Amendment - Nonprofit Corporation (Domestic)	1128932600040

This certificate has been issued on: 01/12/2021



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon  
Secretary of State  
State of Minnesota



**ARTICLES OF AMENDMENT**  
**AMENDING AND RESTATING**  
**THE ARTICLES OF INCORPORATION**  
**OF**  
**A&E CARE SERVICES**

A&E Care Services, a Minnesota nonprofit corporation (this "Corporation"), acting through its Secretary, hereby files these Articles of Amendment amending and restating in their entirety its Articles of Incorporation (the "Articles") as follows:

**ARTICLE I**

**Name**

The name of this Corporation is Cassia Services.

**ARTICLE II**

**Purposes and Activities**

This Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the limitations established by the preceding sentence, this Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of its beneficiary organizations. In carrying out the purposes enumerated in this Article, this Corporation shall engage in activities to further the beneficiary organizations' charitable purposes to provide residential and service alternatives that support each individual's physical, spiritual, cultural, social, and recreational needs through the aging process to enhance their quality of life, and to support, aid, and develop methods and means to make the lives of older and disabled persons as independent, healthful, meaningful, and secure as possible in an

environment which emphasizes Christian care and concern, including but not limited to facilities for nursing care and elderly housing, facilities and programs for social services and education of older persons, their families, professionals who serve older persons, and other members of the communities served by this Corporation. This Corporation shall do any and all other acts and things and exercise any and all other rights and powers which may be reasonably necessary, incidental, desirable or expedient in the accomplishment of such purposes.

### **ARTICLE III**

#### **Powers**

This Corporation shall have those powers which are required by, and are consistent with, the purposes enumerated in Article II above. Within those limitations, this Corporation may act on its own behalf or as the agent, trustee or representative of others; acquire or receive property of every kind by any legal means; hold, manage, use and dispose of any property and the income generated by it to further any of the purposes of this Corporation; lease, mortgage or encumber any such property; and exercise any other powers conferred on this Corporation by Minnesota Statutes Chapter 317A.

### **ARTICLE IV**

#### **Restrictions**

Notwithstanding any other provisions of these Articles, the restrictions in this Article IV shall govern the activities of this Corporation.

This Corporation shall not engage in any activity which may not be carried on (a) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code or (b) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors or officers, and no part of the net earnings of this Corporation shall inure to the benefit of any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles.

This Corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This Corporation shall neither directly nor indirectly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise. This Corporation shall not lend any of its assets to any officer, director or member of this Corporation or guarantee to any other person the payment of a loan by any officer, director or member of this Corporation except as permitted by Minnesota Statutes, Section 317A.501, as amended, and as permitted by Article II and Article V of these Articles.

## **ARTICLE V**

### **Beneficiary Organizations**

The beneficiary organizations of this Corporation shall be Augustana Care, a Minnesota nonprofit corporation, and Elim Care, Inc., a Minnesota nonprofit corporation, and those subsidiaries of each of Augustana Care and Elim Care, Inc. that are nonprofit corporations described in Section 501(c)(3) of the Code and classified as other than private foundations pursuant to Code Section 509(a), and any limited liability company subsidiaries of such corporations that are disregarded entities for federal income tax purposes. Notwithstanding any

other provision of this Article V, the beneficiary organizations of this Corporation shall consist only of organizations which have been determined by the Internal Revenue Service to be described in Section 501(c)(3) of the Code and in either Section 509(a)(1) or 501(a)(2) of the Code, or which are organizations that have been determined by the Internal Revenue Service to be described in Code Sections 501(c)(4) or 501(c)(6) and would be described in Code Section 509(a)(1) or Section 509(a)(2) if they were described in Code Section 501(c)(3). If a beneficiary organization of this Corporation ceases to be so described, it shall cease to be a beneficiary organization. The Bylaws of this Corporation may specify the method of selecting additional beneficiary organizations and the method of substituting an additional organization for an existing beneficiary organization.

#### **ARTICLE VI**

##### **Registered Office**

This Corporation's registered office in the state shall be located at 7171 Ohms Lane, Edina, Minnesota 55439.

#### **ARTICLE VII**

##### **Board of Directors**

The management and direction of the business and affairs of this Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of an even number of no more than twelve (12) individuals. To the extent consistent with these Articles and permissible under Minnesota Statutes Chapter 317A, the Bylaws of this Corporation may specify the term of office, method of selection, powers and duties of the directors of this Corporation, the time and place of their meetings, and such other regulations. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of



directors that would be required or permitted to take such action at a meeting of the Board of Directors at which all directors were present; provided, however, that a Board action requiring Member approval may be taken by written action only if signed by all of the directors then in office.

## **ARTICLE VIII**

### **Membership**

The sole member (the "Member") of this Corporation is Cassia, a Minnesota nonprofit corporation which is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

## **ARTICLE IX**

### **No Personal Liability**

The officers, directors, and Member of this Corporation shall not be personally liable for the payment of any debts or obligations of this Corporation, nor shall any property of any officer or director be subject to the payment of the debts or obligations of this Corporation.

## **ARTICLE X**

### **No Capital Stock**

This Corporation shall have no capital stock.

## **ARTICLE XI**

### **Amendments**

The Articles and Bylaws of this Corporation may be amended as set forth in the Bylaws of this Corporation, subject to the Member's reserved right to approve such amendments as set forth in the Bylaws of this Corporation.

## ARTICLE XII

### Dissolution

This Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon such dissolution, and after payment of all liabilities and obligations of this Corporation and all costs and expenses incurred by this Corporation in connection with dissolution and winding up its affairs, and subject always to the further provisions of this Article XII, any remaining assets shall be distributed to Cassia or its successor. If Cassia or its successor is not then in existence or is not then an organization described in Section 501(c)(3) of the Code, then any remaining assets shall, in such event, be distributed to or among one or more corporations, associations, trusts, foundations, and institutions which may then be in existence and that are organized and operated exclusively for one or more purposes described in Section 501(c)(3) of the Internal Revenue Code and that are described in Section 501(c)(3) of the Internal Revenue Code, all in such proportions as shall be determined by a majority of directors of this Corporation.

Notwithstanding anything to the contrary hereinabove contained in this Article XII, if any assets at the time of dissolution are held by this Corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this Corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation.

\* \* \*

The foregoing Articles of Amendment Amending and Restating the Articles of Incorporation of A&E Care Services have been adopted pursuant to Minnesota Statutes Chapter 317A, and shall be effective as of January 1, 2020.

CASSIA SERVICES

By: 

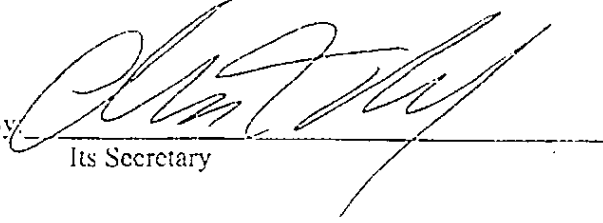
Its Secretary

GP:4837-2968-5836 v7

CASSIA SERVICES

By

Its Secretary

A handwritten signature in black ink, written over a horizontal line. The signature is stylized and appears to be a cursive name.

GP:-837-2968-5836 v7