

**N00000002938**

Division of Corporations

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THE HEIGHTS FOUNDATION, INC.**

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June 26, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE HEIGHTS FOUNDATION, INC.  
15570 HAGIE DRIVE  
FORT MYERS, FL 33908

SUBJECT: THE HEIGHTS FOUNDATION, INC.  
REF: N00000002938

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE HEIGHTS FOUNDATION, INC.**

THE HEIGHTS FOUNDATION, INC., a Florida corporation not for profit, filed its original Articles of Incorporation with the Office of the Secretary of State on May 1, 2000, and was assigned document number N00000002938.

Pursuant to the provisions of Section 617.1007, Florida Statutes, the Corporation adopts the following amendments to its Articles of Incorporation:

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation shall be THE HEIGHTS LAND COMPANY, INC. The principal business address and the mailing address of the corporation is 115570 Hagie Drive, Fort Myers, FL 33908.

**ARTICLE 2  
PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

1. To assist and support, directly and indirectly, the goals and mission of The Heights Center, Inc., a Florida not for profit corporation (the "Center"), which is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").
2. To do any and all things necessary and appropriate in connection with the foregoing purpose and incidental thereto.
3. The corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Code, or under any corresponding provision of any subsequent federal tax laws, covering the distribution to organizations qualified as tax-exempt organizations under the Code, including a supporting organization under Section 509(a)(3) of the Code.

**ARTICLE 3  
MEMBERSHIP**

The sole member of this corporation shall be The Heights Center, Inc., a Florida corporation not for profit and such other persons as, from time to time hereafter, may become members in the manner provided in the Bylaws.

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**ARTICLE 4  
TERM OF EXISTENCE**

This corporation was organized on May 2, 2000 and shall exist perpetually thereafter.

**ARTICLE 5  
BOARD OF DIRECTORS**

1. The business affairs of this corporation shall be managed by the Board of Directors. The number of Directors may be increased or decreased from time to time, by the Bylaws but shall never be less than three (3).

2. The Board of Directors shall be elected and hold office in accordance with the Bylaws.

3. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the next annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Victor Mayeron	15839 Silverado Court Fort Myers, FL 33908
Susan Schmitt	20961 Rivers Ford Estero FL 33928
Laurie Deane	13806 Bald Cypress Circle Fort Myers, FL 33907
Robert Scharlau	7980 Summerlin Lakes Drive Fort Myers, FL 33919
Jan Bloomhall	11620 Court of Palms #701 Fort Myers, FL 33908

**ARTICLE 6  
BYLAWS**

The Members of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Amendments to the Bylaws shall be made in accordance with the terms of the Bylaws.

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**ARTICLE 7**  
**AMENDMENTS**

These Amended and Restated Articles of Incorporation may be amended by a majority of the Members at a duly called meeting.

**ARTICLE 8**  
**DISSOLUTION OF CORPORATION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of dissolution of this corporation, none of the assets shall be distributed to any Director or officer of the corporation; instead, the Board of Directors, after paying or making provision for the payment of all liabilities of this corporation, shall distribute the assets remaining to the Center for the exclusive use and benefit of the Center, or any successor thereto which qualifies as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code, including a supporting organization described in Section 509(a)(3) of Code. Upon dissolution of the Corporation, none of the assets shall be distributed to any Director or officer of the corporation.

**ARTICLE 9**  
**MISCELLANEOUS**

1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, director, or officer, except that 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 2 hereof.

2. No substantial part of the activities of the corporation shall be the carrying on of 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.

3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or under any corresponding provision of any subsequent federal tax laws.

4. The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Articles of Incorporation, nor contrary to the laws of the state of Florida or of the United States.

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**ARTICLE 10**  
**DESIGNATION OF REGISTERED AGENT**

The registered agent of this corporation for the purpose of accepting service of process within this State shall be:

<u>NAME</u>	<u>ADDRESS</u>
Kathryn Kelly	15570 Hagie Drive Fort Myers, FL 33908

In accordance with Section 607.1007(3)(b), it is hereby certified that the Board of Directors adopted the Amended and Restated Articles of Incorporation on JUNE 25, 2012, to be effective as of July 1, 2012, and the number of votes cast by the Directors for the amendments to the Articles of Incorporation appearing in the Amended and Restated Articles of Incorporation were sufficient for approval. The amendments contained in these Amended and Restated Articles of Incorporation do not require member approval.

  
\_\_\_\_\_  
Victor Mayeron, President