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BASIC AMENDMENT

BETHESDA LUTHERAN FOUNDATION OF FLORIDA, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

BETHESDA LUTHERAN FOUNDATION OF FLORIDA, INC.

Bethesda Lutheran Foundation of Florida, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida as a not-for-profit corporation, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act (the "Act") of the State of Florida, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation filed on May 20, 2001 and all amendments thereto that are in effect to date as permitted by Section 617.1007 of the Florida Statutes.

II. Each Amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act. The Restated Articles and each amendment thereto were duly approved and adopted by written consent of the Corporation's Board of Directors on August 2, 2001, and the vote cast for the amendments contained herein was sufficient for approval of such amendments. The Corporation has no members and is managed exclusively by the Board of Directors.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Amended and Restated Articles of Incorporation effective as of August 2, 2001, which are as follows:

ARTICLE I - NAME

The name of the Corporation is Bethesda Lutheran Foundation of Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the Corporation's principal office is 700 Hoffmann Drive, Watertown, Wisconsin 53094.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 101 East Kennedy Blvd., Tampa, Florida 33602, and the name of its Registered Agent at that address is Gregory C. Yadley, Esquire.

ARTICLE IV - NOT FOR PROFIT

The Corporation is organized for religious, charitable and educational purposes within the meaning of Sections 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or

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assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. No member, officer, director or employee shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of such entities or individuals, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

In the event the Corporation at any time is determined to be a private foundation as defined in Section 509(a) of the Code, the income of the corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and during each taxable year to which such determination applies, the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in Sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under Section 4944 of the Code.

ARTICLE V - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE VI - PURPOSE

The Corporation is a religious, charitable and educational organization within the meaning of Section 501(c)(3) of the Code, organized for religious, charitable and educational purposes, and to accomplish the same, shall solicit, hold, manage, invest and expend endowment funds and other gifts, grants, and bequests, whether consisting of real or personal property, and whether subject to directions or conditions imposed by donors, exclusively for the maintenance and benefit of Residential Services for the Retarded, Inc., Key Center Homes, Inc., Key Manor Apartments, Inc., Key Vista Apartments, Inc., Key Light Homes, Inc., Citrus County Association For Retarded Citizens, Inc. and Bethesda Lutheran Citrus County Association for Retarded Citizens, Inc. (the "Supported Charities") and their respective successors and assigns. All such Supported Charities are and shall continue to be not for profit corporations organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Code which provide care for developmentally disabled individuals by providing for their spiritual, physical, social, mental and emotional needs.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

The method of election of directors shall be as provided in the Bylaws of the Corporation, provided, however, that at least one-third (1/3) of the directors shall be appointed by Bethesda Lutheran Homes and Services, Inc.

ARTICLE VIII - INCORPORATOR

The name of its incorporator is Jeffrey A. Kaczmariski, and the street address of the incorporator of the Corporation is 700 Hoffmann Drive, Watertown, WI 53094.

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ARTICLE IX - MEMBERSHIP

The corporation shall have no members. Exclusive authority to manage the affairs of the corporation shall be vested in the Board of Directors, provided, however, that the Corporation shall be responsive to the needs of the Supported Charities and shall regularly meet with representatives of the Supported Charities to ensure compliance with this purpose.

ARTICLE X - DIRECTORS

The Corporation shall have at least three (3) directors. The number of directors constituting the Board and the manner in which directors are elected or appointed shall be as provided herein and in the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors. The names and addresses of the initial Board of Directors who shall serve until their successors have been elected and qualified, or until their earlier resignation, removal from office or death are as follows:

<u>Name</u>	<u>Address</u>
Gerald E. Graunke	10649 East Desert Willow, Scottsdale, AZ 85255
Dennis Meyer	10380 Clubside Court, Olathe, KS 66061
William Mundt	6842 Valiant Drive, Windsor, WI 53598
Reginald Pfeifer	8 Continental Court, Appleton, WI 54911
Judith Preuss	1056 Plainview, Seward, NE 68434
Stanley E. Reinholtz	5026 Bayfield Terrace, Madison, WI 53705-4874
Carole A. Schmeda	N34 W23858 Grace Avenue A, Pewaukee, WI 53072
Edward J. Steinbacher	4115 Stonewood Court, Brookfield, WI 53045-1249
Thomas Wolkos	1245 Lansdowne Court, Brookfield, WI 53045-4466

ARTICLE XI - POWERS

Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

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C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

D. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the areas served by the corporation, notwithstanding any conflicting formal or informal understanding or any provision in any instrument that creates or adds a fund or trust to the corporation or evidences any gift, bequest or devise to the corporation or such fund or trust.

E. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

1. In determining whether there is a reasonable return of net income there shall be excluded from such determination such assets as are held for the active conduct of this organization's exempt activities; and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this organization. A "restricted fund" shall mean a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

2. If it appears that there may be grounds for exercising the powers described herein with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising this power, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Florida. The Board of Directors shall exercise a power described in this Article only upon the vote of a two-thirds majority of the members of the Board of Directors.

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ARTICLE XII - TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not attempt to influence legislation or participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIII - ADDITIONAL LIMITATIONS AND REQUIREMENTS

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to any members, employees, Directors or Officers, but 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 herein. If the Corporation enters into a compensation arrangement with or transfers property to a disqualified person, as defined in the Code, or allows a disqualified person the right to use property or provides any other benefit or privilege to a disqualified person, such arrangements shall not occur unless they are permissible under the law, these Articles and Section 4958 of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for religious, charitable or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE XV - OFFICERS

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, an Assistant Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. The election of each officer shall be made by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law.

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ARTICLE XVI - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.


ARTICLE XVII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them. The procedure for amending the Articles of Incorporation shall be as provided in the Bylaws.

ARTICLE XVIII - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617, and as set forth in the Bylaws of the Corporation. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 9th day of August 2001.


F. David Geske, Assistant Secretary
Bethesda Lutheran Foundation of Florida, Inc.

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