

N03448

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

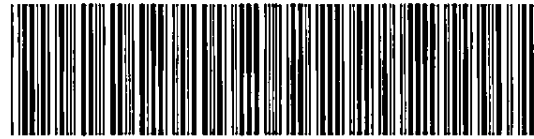
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Amended &
Restated

effective date 10-1-23

FILED

RECEIVED

2023 SEP 29 AM 8:49

2023 SEP 29 AM 10:57

REGISTRATION OFFICE
CORPORATIONS
FLORIDA

A. RAMSEY
OCT 23 2023

*02250, 00524, 00611, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 2, 2023

COGENCYGLOBAL

TALLAHASSEE, FL 32301

SUBJECT: MEASE LIFE RESIDENTS FOUNDATION, INC.
Ref. Number: N03448

We have received your document for MEASE LIFE RESIDENTS FOUNDATION, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please include a statement that the amended and restated articles were adopted by the board of directors and do not contain any amendments requiring member approval or if the amended and restated articles contain an amendment requiring member approval please include the date of adoption by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

New.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Annette Ramsey
OPS

Letter Number: 323A00022692

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2023 OCT 20 PM 4:43

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I200000000088

Date: 10/20/2023

Name: Xavian Brown

Reference #: 2132143

Entity Name: MEASE LIFE RESIDENTS FOUNDATION, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other Please keep original filing date.

Authorized Amount: \$35.00

Signature: 

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

MEASE LIFE RESIDENTS FOUNDATION, INC.

2023 SEP 29 AM 8:49

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Florida Act"), the Articles of Incorporation of MEASE LIFE RESIDENTS FOUNDATION, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is MEASE LIFE RESIDENTS FOUNDATION, INC. (hereinafter, the "Corporation").

**ARTICLE II
MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the principal office of the Corporation is 700 Mease Plaza, Dunedin, Florida 34698.

**ARTICLE III
PURPOSE**

The Corporation is incorporated exclusively for charitable, religious and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), for the following purposes:

(1) Being persuaded upon careful perusal of the Holy Scriptures that one of the responsibilities of the Gospel message is to provide for the social needs of humanity in this life on earth, particularly for the elderly - Acts 6:1-3; James 1:27; I Timothy 5; Luke 10:25-37; Exodus 20.12 - therefore, the objects of this Corporation are to fulfill these needs by providing retirement, retirement community, health, home care, hospice and other services and facilities for the aging, including without limitation, to residents of the Corporation's communities and its affiliates, which provide for the care of the elderly and others through their provision of housing, sustenance, medical and other physical needs, as guided by the Scriptures. Through its services, and in furtherance of the exempt purposes of the Corporation and its affiliates, the Corporation shall meet the social, spiritual, personal, and healthcare needs of senior citizens and others in a Christian environment, guided by the precepts set forth above;

(2) To be organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of its sole member, Mease Life, Inc., and in conjunction therewith, to pay quarterly, or at such intervals as the Board of Directors may from time to time direct, the net income of the Corporation as follows:

- (a) to assist residents of Mease Life, Inc. who are unable to meet their necessary needs,
- (b) for capital expenditures for non-budgeted items within Mease Life, Inc. for the benefit of the residents, and
- (c) to support scientific research in medicine and gerontology.

Subject to the preceding sentences of this Article III, the Corporation may take any and all action necessary and incident to accomplish these purposes and may engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV **MEMBER**

The Corporation shall have one member ("Member") and the conditions of membership shall be as provided in the Bylaws of the Corporation.

ARTICLE V **DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, subject to the powers and approvals of the Member. The method of election of Directors and all conditions, qualifications, requirements, privileges and regulations regarding the Board of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Member but shall never be less than three (3).

ARTICLE VI **REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is: George R. Bryan, 6051 Verde Trail South, Boca Raton, Florida 33433.

ARTICLE VII **LIMITATION OF LIABILITY; INDEMNIFICATION**

The Members, the Directors and officers of the Corporation shall not be personally liable for monetary damages to any person, for or in connection with any statement, vote, decision or failure to take action, to the full extent permitted or authorized under the Florida Act and the Bylaws of the Corporation. Current and former Members, Directors, officers, employees and agents of the Corporation shall be entitled to indemnification from the Corporation, as provided in the Bylaws of the Corporation and consistent with the applicable provisions of the Florida Act.

ARTICLE VIII

BYLAWS

The Corporation shall have Bylaws, which may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to alter, amend or repeal the Bylaws of the Corporation shall be vested exclusively in the Board of Directors and the Member, in the manner and on the terms provided in the Bylaws of the Corporation.

ARTICLE IX

OTHER NON-PROFIT PROVISION, LIMITATIONS AND RESTRICTIONS

(1) The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer or other private person, 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 of the Corporation set forth in Article III above.

(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 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. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(3) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Member shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

(4) Notwithstanding any other provisions of the Articles of Incorporation to the contrary, if the Corporation is subject to the provisions of Sections 4941 through 4945 of the Code (or the corresponding provisions of any future United States Internal Revenue Law), the

Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the Corporation to tax under Section 4943 of the Code, from making any investments which would subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. In addition, the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code.

ARTICLE X
PERPETUAL EXISTENCE; CAPITAL STOCK

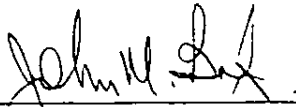
The Corporation is to exist for a perpetual term. The Corporation shall not have any capital stock and shall not have any authority to issue any capital stock.

ARTICLE XI
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a resolution adopted by a majority of the Directors then in office and approved by the Member, or by the Member.

[Signature Page to Follow]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, having been adopted by the Corporation's Board of Directors in compliance with the applicable provisions of the Florida Act and have been duly executed to be effective as of the 30th day of September. Prior to the effective date of these Amended and Restated Articles of Incorporation, the Corporation had no member, and accordingly member approval was not required.

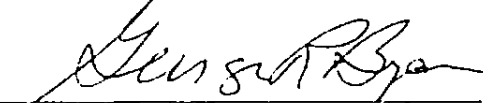


Name: John Bate
Chair of the Board

**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Amended and Restated Articles of Incorporation for **Mease Life Residents Foundation, Inc.**, as registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0501 Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the corporation.
EFFECTIVE, as of the 30th day of September, 2023.

REGISTERED AGENT:



George R. Bryan



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088

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Name: Xavian Brown

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☐ Fictitious Name

☐ Other Please keep original filing date.

Authorized Amount: \$35.00

Signature: 