

N040000001673

(Requestor's Name)

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(Address)

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PICK-UP

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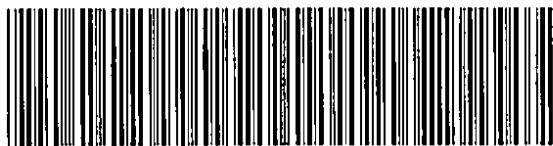
(Business Entity Name)

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2022 APR -4 AM 9:20
OFFICE OF STATE
TALLAHASSEE, FL

FILED

Amended
Re-stated

2022 MAR 31 PM 3:01

APR 05 2022

1 ALBRITTON

*00789, 01048, 00524 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 1, 2022

LAN KENNEDY-DAVIS
RUMBERGER, KIRK & CALDWELL, P.A.
300 S. ORANGE AVENUE, SUITE 1400
ORLANDO, FL 32801 US

SUBJECT: SOUTH APOPKA PROPERTIES, INC.
Ref. Number: N04000001673

2022 APR -4 PM 4:16

We have received your document for SOUTH APOPKA PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The original incorporation can not be changed. Please change the name in Article VII to Kathleen Turner or change the wording to state "the incorporator to these amended and restated articles is as follows: Christopher Cayer"

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 922A00007615

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: South Apopka Properties, Inc.

DOCUMENT NUMBER: N04000001673

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lan Kennedy-Davis

(Name of Contact Person)

Rumberger, Kirk & Caldwell, P.A.

(Firm/ Company)

300 S. Orange Avenue, Suite 1400

(Address)

Orlando, FL 32801

(City/ State and Zip Code)

lkennedy@rumberger.com

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

For further information concerning this matter, please call:

Lan Kennedy-Davis

407 872-7300

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTH APOPKA PROPERTIES, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
2022 APR -4 AM 9:20
CLERK OF STATE
TALLAHASSEE, FL

In accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, the undersigned, under the provisions of Chapter 617 of the Florida Statutes, hereby formed a corporation not for profit for the purpose and with the powers aforementioned. To that end the undersigned, by these Amended and Restated Articles of Incorporation, set forth the following:

ARTICLE I
NAME

The name of this corporation is "South Apopka Properties, Inc.", referred to as the "Corporation".

ARTICLE II
DURATION

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the Corporation is 1815 Miccosukee Commons Drive, Suite 102, Tallahassee, Florida, 32308, and the name of the registered agent of the Corporation is Christopher Cayer and the address of the registered agent is 1815 Miccosukee Commons Drive, Suite 102, Tallahassee, Florida, 32308.

ARTICLE IV
PURPOSE

This is a not for profit corporation organized under Chapter 617, Florida Statutes. The purposes for which this corporation is formed and the business and objectives to be carried on and promoted included, but are not limited to, the following:

- A) To engage in any lawful, charitable purposes not for pecuniary profit for gain.

The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any individual person, firm or corporation.

The Corporation's mission is to change lives and transform communities through providing stable and affordable housing, in an environment that nurtures individuals and families while encouraging personal responsibility. This purpose may include or expand into any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or foundations, or governmental bureaus, departments or agencies.

ARTICLE V **POWERS**

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the By-Laws, may be exercised by the Board of Directors of this Corporation.

Section 1. The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles or the By-Laws. The Corporation shall also have all of the powers necessary to implement the purposes of the Corporation.

Section 2. The Corporation shall have the power to engage in activities which will actively enforce and promote the interest of the Corporation.

Section 3. The Corporation shall have the power to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Corporation, within the Corporation or with any other Corporation, corporation or any other entity or agency, public or private.

Section 4. The Corporation shall have the power to adopt, alter or amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation.

Section 5. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the Sections of this Article V are independent powers, not to be restricted by reference or to inference from the terms of any other paragraph or provision of this Article V.

ARTICLE VI **OFFICERS**

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. The officers of the Corporation, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election of officers, for the removal from office of officers, for filling vacancies and for the duties of the officers. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties or exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. All officers shall be elected by the Board of Directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of President and Vice President shall not be held by the same person nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

Section 3. The Officers are the following individuals:

Christopher Cayer - President
1815 Miccosukee Commons Drive
Suite 102
Tallahassee, FL 32308

James Tobin – Vice-President
200 Malaga Court
Merritt Island, FL 32953

Randy Houser - Secretary
3414 Galilee Road
Jacksonville, FL 32207

Christopher Brooks – Treasurer
1815 Miccosukee Commons Drive
Suite 102
Tallahassee, FL 32308

ARTICLE VII **INCORPORATOR**

The Incorporator to these Amended and Restated Articles is as follows:

Christopher Cayer
1815 Miccosukee Commons Drive
Suite 102
Tallahassee, FL 32308

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. The property, business and affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine, not to exceed five (5). A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. The Board of Directors of the Corporation shall hold office until the next annual meeting and thereafter as set forth in the By-Laws.

Section 3. The Board of Directors consists of the following individuals:

Christopher Cayer - Director
1815 Miccosukee Commons Drive
Suite 102
Tallahassee, FL 32308

James Tobin - Director
200 Malaga Court
Merritt Island, FL 32953

Randy Houser - Director
3414 Galilee Road
Jacksonville, FL 32207

Christopher Brooks – Director
1815 Miccosukee Commons Drive
Suite 102
Tallahassee, FL 32308

Section 3. Directors shall be elected as provided by the By-Laws of the Corporation, and the By-Laws may provide for the method of voting in the election of directors and for the removal from office of directors.

Section 4. The Board of Directors shall hold office for the terms set forth in the By-Laws.

Section 5. If a director elected shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE IX **BY-LAWS**

The Revised and Restated By-Laws of South Apopka Properties, Inc. with an effective date of February 13, 2004, were adopted on by the Board of Directors, and may be altered, amended or rescinded in the manner provided for in the By-Laws.

ARTICLE X **TAX EXEMPTION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes and powers set forth in Articles II and III hereof. The Corporation shall qualify as a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision to any future Internal Revenue law.

ARTICLE XI **INDEMNIFICATION**

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he has reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official, capacity while holding such office or otherwise and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article XI may not be amended to reduce the benefits of the indemnification set forth in this Article XI.

ARTICLE XII **DISSOLUTION**

The Corporation may be dissolved, other than incident to a merger or consolidation, with the assent given in writing and signed by not less than two-thirds (2/3) of the Directors. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, Corporation, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII **AMENDMENTS**

Section 1. These Amended and Restated Articles of Incorporation may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

2. Resolution approving a proposed amendment may be proposed by the Board of Directors. Such approval must be by affirmative vote of a majority of the votes which Directors present at such meeting or represented by proxy are entitled to cast.

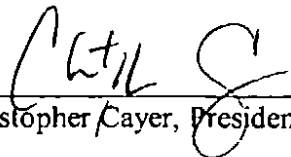
Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control.

ARTICLE XIV
EFFECTIVE DATE OF INCORPORATION

The Corporation came into existence on February 13, 2004.

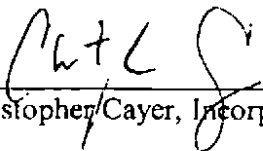
ARTICLE XV
ADOPTION OF AMENDMENT

There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.



Christopher Cayer, President

The undersigned Incorporator has executed these Amended and Restated Articles of Incorporation originally on the 25th day of February, 2022 and again for resubmission on the 1st day of April, 2022



Christopher Cayer, Incorporator

The undersigned hereby accepts the office of registered agent.



Christopher Cayer, Registered Agent