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Amend.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GRACE HARBOR ESTATE, INC.

DOCUMENT NUMBER: NO4000010886

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

Please return all correspondence concerning this matter to the following:

JASON J. RECKSIDLER, ESQUIRE

(Name of Contact Person)

STUMP WEBSTER LAW

(Firm/ Company)

118 EAST JEFFERSON STREET

(Address)

ORLANDO, FL 32801

(City/ State and Zip Code)

For further information concerning this matter, please call:

JASON J. RECKSIDLER, ESQUIRE at (407) 425-2583

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
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☐ \$43.75 Filing Fee &
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☒ \$52.50 Filing Fee
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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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAR 14 AM 10:38

GRACE HARBOR ESTATE, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

NO 4000010886

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amended - Articles II - VIII

Added - Articles IX - XII

See attached Amended Articles

The date of adoption of the amendment(s) was: 11/24/05

Effective date if applicable: Immediately
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Jason J. Recksiedler

(Typed or printed name of person signing)

Attorney

(Title of person signing)

FILING FEE: \$35

**AMENDED ARTICLES OF INCORPORATION
CORPORATION ORGANIZED FOR RELIGIOUS PURPOSES**

Grace Harbor Estate, Inc.
A Florida Not for Profit Corporation

The undersigned person(s) acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, amends and adopts the following Articles of Incorporation for the corporation:

Article I

The name of the corporation is **Grace Harbor Estate, Inc.**

Article II

The principal place of business is 1843 McCarthy Avenue, Sanford, Florida, US, 32771. The mailing address of the corporation is 1843 McCarthy Avenue, Sanford, Florida, US, 32771.

Article III

The corporation shall have perpetual duration.

Article IV

The corporation is a not for profit corporation. The primary purposes for which the corporation is organized are religious and charitable.

- (a) The specific and primary purposes for which this corporation is formed are to further religious and charitable purposes by providing a place of sanctuary for pastors and religious leaders of the community and their families regardless of denomination by creating a place of retreat which is peaceful and quiet for pastors and religious leaders in need of rejuvenation from spiritual, mental, or physical exhaustion and at the same time foster and promote community-wide interest and concern for the problems associated with the religious community and prevent spiritually, mental, physical burnout in religious leaders and their family's lives.
- (b) To expand the opportunities available to residents and groups to own, manage, and operate business enterprises by furthering the development of locally owned or operated business enterprises in economically underprivileged or depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of religious enterprises.
- (c) The focus of the not for profit corporation includes, but is not limited to, religious leaders of non-denominations, as well as recognized denominations to provide a place of sanctuary and rest for these religious leaders and their families and to promote discussions and provide

counseling amongst religious leaders and their families in dealing with the emotional and mental and spiritual exhaustion that accompanies religious leadership.

- (d) The member's participation in the program is focused to provide a place of sanctuary where religious leaders and their families can:
 - (1) Rest, rejuvenate, regroup, revitalize their emotional, spiritual, and physical beings while participating in discussions and communications and/or gain access to counseling in addressing stressors associated with religious leadership.
 - (2) Mentoring, counseling, role model, cultural awareness, travel experience, fun activities, and community service.
 - (3) Prevention from ministerial or pastoral burnout.
 - (4) Life Application: work ethics and stress management.
- (e) The general purposes for which this corporation is formed are to operate exclusively for religious and charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- (f) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article V

The corporation, as a not for profit corporation, shall operate under the prohibited activities by private foundations outlined by state law in Florida Statute § 617.0835, which enacts the statutory provisions that satisfy requirements of IRS code 508(e). Specifically, the organization will not 1) engage in any act of self-dealing as defined in s. 4941(d), which would give rise to any liability for the tax imposed by s. 4941(a); 2) retain any "excess business holdings", as defined in s.4943(c) which would give rise to any liability for the tax imposed by s.4943(a); 3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of s.4944, so as to give rise to any liability for the tax imposed by s.4944(a); 4) make any "taxable expenditures" as defined in s.4945(d) which would give rise to any liability for the tax imposed by s.4945(a).

Article VI

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be regulated in the bylaws.

Article VII

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall never be less than three (3); provided, however, that any change may be made by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first Board of Directors shall hold office until the first meeting of members, to be held on the first Monday of January, 2006, at 6:00 p.m. or if that day be a legal holiday, then on the next succeeding day that is not a legal holiday, at 1843 McCarthy Avenue, Sanford, Florida 32771, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of three (3) years until the next annual meeting of members following the election of directors and/or until the qualification of the successors in office. Annual meetings shall be held at 6:00 p.m., on the 1st Monday in January of each year, or if that day be a legal holiday, then on the next succeeding day that is not a legal holiday, at the principal office of the corporation, or at any other place or places designated by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial Officers are:

Robert L. Hillery, President, 1843 McCarthy Avenue, Sanford, FL 32771.

Linion Grace, Vice President, 615 Pine Avenue, Sanford, FL 32771.

R.T. Hillery, Treasurer, 1843 McCarthy Avenue, Sanford, FL 32771.

Veleria Henry, Secretary, 1830 Landing Drive, Sanford, FL 32771.

Joseph M. Hillery, Director, 1843 McCarthy Avenue, Sanford, FL 32771.

Tara G. Hillery, Director, 1843 McCarthy Avenue, Sanford, FL 32771.

Alisa L. Grace, Director, 615 Pine Avenue, Sanford, FL 32771.

Doris B. Hillery, Director, 1843 McCarthy Avenue, Sanford, FL 32771.

The name and address of each incorporator is:

Robert L. Hillery, President, 1843 McCarthy Avenue, Sanford, FL 32771.

Linion Grace, Vice President, 615 Pine Avenue, Sanford, FL 32771.

R.T. Hillery, Treasurer, 1843 McCarthy Avenue, Sanford, FL 32771.

Veleria Henry, Secretary, 1830 Landing Drive, Sanford, FL 32771.

Joseph M. Hillery, Director, 1843 McCarthy Avenue, Sanford, FL 32771.

Tara G. Hillery, Director, 1843 McCarthy Avenue, Sanford, FL 32771.

Alisa L. Grace, Director, 615 Pine Avenue, Sanford, FL 32771.

Doris B. Hillery, Director, 1843 McCarthy Avenue, Sanford, FL 32771.

Article VIII

The Board of Directors shall elect the following officers: President, Vice President, and Secretary/Treasurer, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporate officers:

Robert L. Hillery, President, 1843 McCarthy Avenue, Sanford, FL 32771.

Linion Grace, Vice President, 615 Pine Avenue, Sanford, FL 32771.

R.T. Hillery, Treasurer, 1843 McCarthy Avenue, Sanford, FL 32771.

Veleria Henry, Secretary, 1830 Landing Drive, Sanford, FL 32771.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to religious and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of the corporation.

Article XIII

The name of the registered agent is R.T. Hillery whose address is 1843 McCarthy Avenue, Sanford, Florida 32771. Having been named as registered agent to accept service of process for this not for profit charitable corporation, accepts the appointment as registered agent and agrees to act in this capacity.

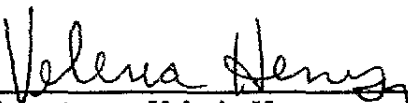
Article XIV

We, the undersigned, being the incorporators of this corporation, for the purposes of forming this not for profit charitable corporation under the Laws of Florida, have executed these amended articles of incorporation on November 24, 2005.


Registered Agent-R.T. Hillery


President-Robert L. Hillery


Vice President-Linion Grace


Secretary - Veleria Henry


Treasurer - R.T. Hillery