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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
VNA FOUNDATION, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VNA FOUNDATION, INC.**

Pursuant to provisions of §§617.1006 and 617.1006, Florida Statutes, this Florida Not For Profit Corporation hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I  
NAME AND ADDRESS**

(a) The name of the Corporation shall be **VNA FOUNDATION, INC.** (the "Corporation").

(b) The street address of the principal office of the Corporation shall be 1180 Spring Centre South Boulevard, Suite 304, Altamonte Springs, Florida 32714.

(c) The mailing address of the Corporation shall be 1180 Spring Centre South Boulevard, Suite 304, Altamonte Springs, Florida 32714.

**ARTICLE II  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSES; RESTRICTIONS**

(a) The purposes of the Corporation are limited to engaging in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by the Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its Officers and employees where necessary to carry out the exempt purposes of the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

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(2) No Member, Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations contributions to which are deductible under Section 170(c)(2) of such Code.

#### **ARTICLE IV** **POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

#### **ARTICLE V** **NO MEMBERS**

(a) This Corporation shall have no members. Any action that would otherwise require the approval of the members shall only require approval by the Board of Directors.

(b) The Board of Directors may refer to persons associated with this Corporation who have no voting rights as "members" (or by such other designation or title as from time to time approved by the Board of Directors) and adopt policies and procedures for the admission and removal of such persons. Such persons are not "members" within the meaning of §617.01401(12) of the Act.

#### **ARTICLE VI** **DIRECTORS**

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

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(b) The names and addresses of the members of the Board of Directors of the Corporation are as follows:

- (1) John Gerald Kassab  
1180 Spring Centre South Boulevard  
Suite 304  
Altamonte Springs, Florida 32714
- (2) Grace Wendorff Chewning  
1180 Spring Centre South Boulevard  
Suite 304  
Altamonte Springs, Florida 32714
- (3) Margaret Brennan  
1180 Spring Centre South Boulevard  
Suite 304  
Altamonte Springs, Florida 32714
- (4) Maureen Kersmarki  
1180 Spring Centre South Boulevard  
Suite 304  
Altamonte Springs, Florida 32714
- (5) Alex Litwin  
1180 Spring Centre South Boulevard  
Suite 304  
Altamonte Springs, Florida 32714

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(c) The manner in which future Directors are to be elected or appointed shall be as set forth in the Bylaws of the Corporation. The number of Directors may be increased or decreased in the manner provided in the Bylaws of the Corporation, but the Corporation shall always have at least three (3) Directors.

#### **ARTICLE VII BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Directors of the Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, except as otherwise provided in the Bylaws.

#### **ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION**

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

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**ARTICLE IX**  
**DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

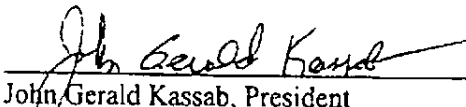
**ARTICLE X**  
**REGISTERED OFFICE AND REGISTERED AGENT**

(a) The street address of the Corporation's registered office is 1180 Spring Centre South Boulevard, Suite 304, Altamonte Springs, Florida 32714.

(b) The name of the Corporation's registered agent at that address is John Gerald Kassab.

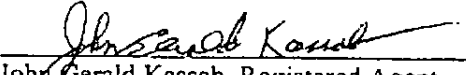
IN WITNESS WHEREOF, the undersigned, John Gerald Kassab, President of the Corporation, has executed these Amended and Restated Articles of Incorporation on September 9, 2024.

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\_\_\_\_\_  
John Gerald Kassab, President

**ACKNOWLEDGEMENT**

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
John Gerald Kassab, Registered Agent

Date: September 19, 2024

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