

N07000006173

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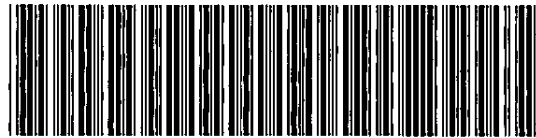
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend 1
9-18-07
Curt Lopez

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE GOLDEN YEARS FOUNDATION, INC.

DOCUMENT NUMBER: N07000006173

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

Please return all correspondence concerning this matter to the following:

SUSAN M MARTINEZ
(Name of Contact Person)

(Firm/ Company)

255 PRIMERA BLVD., SUITE 230
(Address)

LAKE MARY, FL 32746
(City/ State and Zip Code)

For further information concerning this matter, please call:

SUSAN M MARTINEZ at (407) 585-0600
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

THE GOLDEN YEARS FOUNDATION, INC.

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

N07000006173

(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)

ARTICLE III, IV, VII, IX, X, XI, XII, XIII, XIV

(Attach additional pages if necessary)
(continued)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 SEP 18 PM 12: 59

FILED

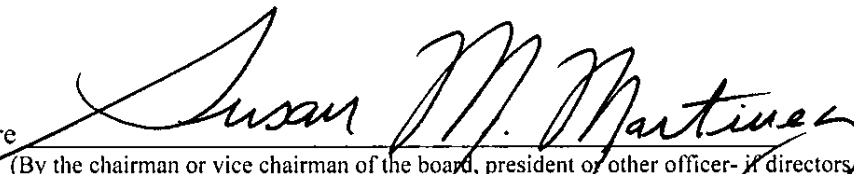
The date of adoption of the amendment(s) was: JULY 15, 2007

Effective date if applicable: SEPTEMBER 12, 2007
(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.)

SUSAN M MARTINEZ

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF THE GOLDEN YEARS FOUNDATION, INC.**

FILED
07 SEP 18 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Section 617.016 of the Florida Statutes, undersigned hereby executes and adopts these Articles of Amendment to the Articles of Incorporation of The Golden Years Foundation, Inc. (the "Corporation"), a Florida not for profit corporation:

Article I – Name

The name of the Corporation is The Golden Years Foundation, Inc.

Article II – Adoption and Text of Amendments

The members of the Corporation approved a resolution adopting the following amendments to the Articles of Incorporation of the Corporation. The following is a true and correct copy of each resolution amending the Articles of Incorporation of the Corporation:

RESOLVED, that the Articles of Incorporation of the Corporation shall be amended to provide as follows.

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

Article I

Name. The name of the Corporation shall be THE GOLDEN YEARS FOUNDATION, INC.

Article II

Principal Business and Mailing Address. The place in this state where the principal office of the Corporation is to be located is the City of Lake

Mary, Seminole County at 255 Primera Boulevard, Suite 230, Lake Mary,
Florida 32746

Article III

Purpose. This Corporation is organized exclusively for charitable purposes relating to the care and aid of the elderly, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV

Election, Removal and Replacement of Directors. The number, election, removal, replacement and term of any director shall be as provided in the Bylaws of the Corporation; provided, however, that the Board of Directors shall consist of no less than three (3) individuals.

Article V

Registered Agent. The name and Florida street address of the registered agent is:

Susan M. Martinez
255 Primera Boulevard
Suite 230
Lake Mary, Florida 32746

I certify that I am familiar with and accept the responsibilities of
Registered Agent.

Registered Agent Signature: Susan M. Martinez

Article VI

Incorporator. The name and address of the Incorporator is:

Susan M. Martinez
255 Primera Boulevard
Suite 230
Lake Mary, Florida 32746

Incorporator Signature: Susan M. Martinez

Article VII

Initial Directors. The Initial Directors of the Corporation are:

Susan M. Martinez
255 Primera Boulevard
Suite 230
Lake Mary, Florida 32746

Tanya Martinez
255 Primera Boulevard
Suite 230
Lake Mary, Florida 32746

Riana Rawson
255 Primera Boulevard
Suite 230
Lake Mary, Florida 32746

Article VIII

Effective Date. The effective date for this Corporation shall be: June 21, 2007

Article IX

Members. The Corporation shall have Class A, Class B, and Class C members.

- A. Criterion for Membership. No person will be eligible for membership in this corporation unless that person is a resident of the United States of America, more than eighteen (18) years of age (except in the case of a trust, corporation or partnership) and has demonstrated a desire and willingness to support the stated purposes of this corporation. In addition to the above requirements, the following additional criteria shall apply:
1. No person shall be eligible for Class A membership unless that person either (i) has contributed at least \$10,000 to the corporation, (ii) is serving on the Board of Directors, or (iii) otherwise demonstrates a desire and willingness to support the stated purposes of the corporation.
 2. No person shall be eligible for Class B membership unless that person either

(i) has as of July 15, 2007 contributed at least \$10,000 to the corporation and was an incorporator named in the original Articles of Incorporation or
(ii) is a direct or indirect donee or transferee of any person described in clause (i) of this sentence.

3. No person shall be eligible for Class C membership unless that person either
(i) has contributed at least \$10.00 to the corporation; and (ii) demonstrates a desire and willingness to support the stated purposes of the corporation.

B. Election of Members. Persons who meet the eligibility requirements for Class A membership shall become Class A members if, after applying for membership, they are approved by a vote of at least seventy-five percent (75%) of the then acting Board of Directors. Persons who meet the eligibility requirements for Class B membership shall become Class B members upon the earlier of the satisfaction of the criteria for Class B membership or the effective date of these Articles of Amendment that implement this amendment to the Articles of Incorporation. Persons who meet the eligibility requirements for Class C membership shall become Class C members upon the later of the satisfaction of the criteria for Class C membership or the effective date of these Articles of Amendment that implement this amendment to the Articles of Incorporation.

C. Voting Rights of Members. Each Class A member is entitled to one vote on each matter submitted to a vote of the members. Each Class B member is entitled to a number of votes on each matter submitted to a vote of the members equal to two (2) times the number of Class A members at the time of such vote. In no event, however, shall any Class A or Class B members be construed or treated under these Articles of Incorporation or the bylaws as separate voting groups. Class C members do not have any voting rights.

- D. Transferability of Membership. Class A members shall have no vested right or interest in the assets, functions or affairs of the corporation, nor shall Class A memberships be transferable or inheritable. Class B membership may be transferred at any time or, upon the death of a Class B member or his or her successor, inherited in accordance with the terms of the applicable will or trust of such person or, if none, the laws regarding descent and distribution.
- E. Additional Rules Regarding Members. Except as otherwise provided herein, the rules regarding the admission and expulsion of members shall be as stated in the Bylaws.

Article X

Amendment to ARTICLES OF INCORPORATION. These Articles of Incorporation may be amended only by a majority of the votes cast by all members at a meeting of the members. The Board of Directors may propose an amendment to the Articles of Incorporation to the members, but the Board of Directors shall not alone have the power to amend the Articles of Incorporation.

Article XI

Election, Removal and Replacement of Directors. The number, election, removal, replacement and term of any director shall be as provided in the bylaws; provided, however, that the Board of Directors shall consist of no less than three (3) individuals.

Article XII

Powers of Directors. The Corporation shall have all corporate powers allowed under Florida law, and those powers shall be exercised by and under the authority of the Board of Directors in accordance with the terms of these Articles of Incorporation.

Article XIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 set forth in Article III hereof. 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 in, 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 these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XIV

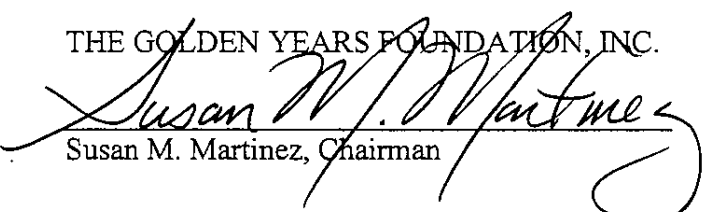
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

Article III – Effective Date

The effective date of the Articles of Amendment of the Articles of Incorporation of the Corporation shall be the date of filing these Articles of Amendment with the Department of State of the State of Florida.

Dated this 15 day of July, 2007

THE GOLDEN YEARS FOUNDATION, INC.


Susan M. Martinez, Chairman

STATE OF FLORIDA
COUNTY OF Seminole

Before me, the undersigned notary public, personally appeared Susan M. Martinez, known by me to be the Chairman of The Golden Years Foundation, Inc., and executed the foregoing Articles of Amendment to the Articles of Incorporation of The Golden Years Foundation, Inc. on behalf of said corporation for the purposes therein expressed on this 15 day of July, 2007.

Sheri Kisling
Notary Public
My commission expires: 8/21/09



SHERYL KISLING
NOTARY PUBLIC - STATE OF FLORIDA/
COMMISSION # DD464072
EXPIRES 8/21/2009
BONDED THRU 1-888-NOTARY1