

NO8000002073

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

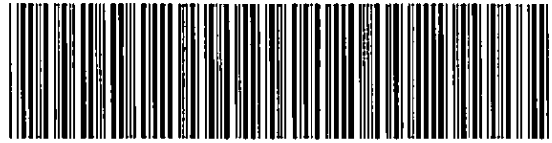
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200438284232

Amended &
Restated
Articles

Effective date 11-1-24

A. RAMSEY
OCT 24 2024

FILED
2024 OCT 21 AM 8:33
CLERK OF STATE
TAMM
RECORDED
2024 OCT 21 PM 2:17
TAMM

*00789, 00524, 00611, 00547, 00611



**CAPITOL
SERVICES**

Filing Cover Sheet

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 10/21/2024

Trans#: 1503185

Entity Name: **BONITA SPRINGS RETIREMENT VILLAGE, INC.**

Articles of Incorporation ()

Amendment ()

Articles of Dissolution ()

Annual Report ()

Conversion ()

Fictitious Name ()

Foreign Qualification ()

Limited Liability ()

Limited Partnership ()

Merger ()

Reinstatement ()

Withdrawal / Cancellation ()

Other (XXX) amended & restated

Partnership Registration ()

STATE FEES PREPAID WITH CHECK # 4234 FOR \$43.75

PLEASE RETURN:

Certified Copy (XXX) Plain Stamped Copy ()

Good Standing () Certificate of Fact ()



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 22, 2024

CAPITOL SERVICES

TALLAHASSEE, FL 32301

SUBJECT: BONITA SPRINGS RETIREMENT VILLAGE, INC.
Ref. Number: N08000002073

We have received your document for BONITA SPRINGS RETIREMENT VILLAGE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

- 1) Please include the date of adoption by the members or a statement that the amended and restated articles do not contain any amendments that require member approval.
- 2) *new -* The registered agent must sign accepting the designation.
- 3) The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers listed.

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: 224A00023284

RECEIVED
2024 OCT 23 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BONITA SPRINGS RETIREMENT VILLAGE, INC.

2024 OCT 21 AM 8:33

STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

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 BONITA SPRINGS RETIREMENT VILLAGE, 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 BONITA SPRINGS RETIREMENT VILLAGE, 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 26455 S. Tamiami Trail, Bonita Springs, FL 34134.

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:

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; 1 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. The Corporation may take any and all action necessary incident to accomplish these purposes set forth in the previous provision, including but not limited to making distributions to organizations with compatible purposes that qualify as exempt under Section 501(a) of the Code and described in Section 501(c)(3) of the Code.

Subject to the preceding sentences of this Article III, the Corporation 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.

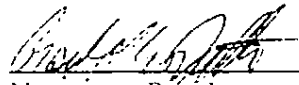
ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall be effective as of November 1, 2024.

ARTICLE XIII
ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

There are no amendments requiring member approval and these Amended and Restated Articles of Incorporation were adopted by the board of directors.

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 this 21 day of October, 2024.


Name: Ron Jennette
President

**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Amended and Restated Articles of Incorporation for Bonita Springs Retirement Village, 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 1st day of November, 2024.

REGISTERED AGENT:


George R. Bryan