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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE IVY HOUSE, INCORPORATED**

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE IVY HOUSE, INCORPORATED

A. The name of this corporation is THE IVY HOUSE, INCORPORATED.

B. The Directors of this Corporation have adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with Section 617.1002 and 617.1007, Florida Statutes. As amended and restated, the Articles of Incorporation shall read as follows:

ARTICLE I-NAME

The name of this Corporation is THE IVY HOUSE, INCORPORATED.

ARTICLE II-PRINCIPAL OFFICE; MAILING ADDRESS

The street address of the principal place of business of this Corporation shall be 2600 N. Davis Street, Pensacola, Florida 32503. The mailing address of this Corporation shall be PO Box 9512, Pensacola, Florida 32513.

ARTICLE III-PURPOSES

The specific purposes for which the Corporation is organized are:

(a) To exist and operate solely for educational, scientific and charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate without regard to race, age, sex, religion or national origin;

(c) To make distributions to organizations described in Code Sections 170(c), 2055(a) and 2522(a), as amended;

(d) To carry out its functions such that no substantial part of the Corporation's activities 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; and

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(c) Notwithstanding any other provision of the Articles to the contrary, the Corporation is incorporated for the specific charitable purpose of serving as a "support organization" (as such term is defined in Section 509(a)(3) of the Code) and is organized, and at all times hereafter operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of ROSA VERDE FOUNDATION, INC. a Florida not for profit corporation exempt from tax under Section 501(c)(3) of the Code (herein referred to as "Rosa Verde") so long as Rosa Verde is exempt from federal income tax under Section 501(a) of the Code, which support shall further include, but not be limited to:

- (i) Holding title to and manage real and personal property of the Corporation for the benefit of Rosa Verde;
- (ii) Providing a building or buildings and facilities for the exempt purposes of Rosa Verde, including without limitation the operation of community clinics and related exempt activities; and
- (iii) Distribution to Rosa Verde of all net income in excess of cash reserves necessary to pay annual expenses of operation, maintenance, repairs, taxes, insurance and other current expenses.

(f) To engage in any lawful activities which are in furtherance of the purposes of the Corporation as set forth above, and related activities thereto.

ARTICLE IV – POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE V - DISSOLUTION OR LIQUIDATION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

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ARTICLE VI-REGISTERED AGENT AND ADDRESS

The name and address of the registered agent are: NETTIE EATON, 2000 Cameron Drive, Pensacola, FL 32505.

ARTICLE VII-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE IX-MEMBERS and DIRECTORS

9.1 Members. ROSA VERDE FOUNDATION, INC. a Florida not for profit corporation exempt from tax under Section 501(c)(3) of the Code, shall be the sole Member of this Corporation.

9.2 Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the Bylaws of the Corporation.

ARTICLE X-PROPERTY HELD FOR CHARITABLE PURPOSES

The property of the Corporation is irrevocably dedicated for charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any Director, officer or member of the Corporation, or to the benefit of any private individual.

ARTICLE XI-BYLAWS

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by unanimous written consent of all of the members of the Board of Directors.

ARTICLE XII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

There are no Members of this Corporation entitled to vote on the adoption of this Amendment and Restatement of the Articles of Incorporation. The date of the adoption of the Amendment and Restatement of the Articles of Incorporation by the Directors is Nov. 2, 2019 and the number of votes cast for the amendment was sufficient for approval.

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IN WITNESS WHEREOF, THE IVY HOUSE, INCORPORATED has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 2 day of November, 2019.

THE IVY HOUSE, INCORPORATED, a
Florida not-for-profit corporation

By: Nettie Eaton
Print Name: Nettie Eaton
Its: President

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ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
THE IVY HOUSE, INCORPORATED

Having been named as registered agent and to accept service of process for THE IVY HOUSE, INCORPORATED, at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


NETTIE EATON

Date: November 3, 2019

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