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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MEASE LIFE SERVICES, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

MEASE LIFE SERVICES, INC.

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 MEASE LIFE SERVICES, 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 **MEASE LIFE SERVICES, 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 700 Mease Plaza, Dunedin, Florida 34698.

**ARTICLE III
PURPOSE**

The Corporation is a not-for-profit organization, formed and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder (the "Code"). The Corporation is organized and operated to provide residential, healthcare, supportive and community-based services and programs for the elderly. The Corporation shall have all lawful corporate and other powers necessary or appropriate to such purposes, as conferred to the Corporation under the Florida Act, as it may be amended from time to time, or the provisions of any similar law, and the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under Section 501(c)(3) of the Code and its qualification to receive contributions deductible under Section 170(c)(2) of the Code.

**ARTICLE IV
TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees (the "Board of Trustees" or the "Board") consisting of not less than four (4) and not more than eleven (11) individuals. The Trustees shall be elected in the manner provided for in the Corporation's bylaws.

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**ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is John M. Norton, 700 Mease Plaza, Dunedin, Florida 34698.

**ARTICLE VI
NO MEMBERS**

The Corporation shall have no members.

**ARTICLE VII
LIMITATION OF LIABILITY; INDEMNIFICATION**

The Trustees 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 Trustees, 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 Trustees, in the manner and on the terms provided in the Bylaws of the Corporation.

**ARTICLE IX
DISSOLUTION**

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, which shall be effected pursuant to the provisions of the Florida Act, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation to one or more organizations organized and operated exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Code, in such amounts as the Board of Trustees may determine. Any such assets remaining and 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 charitable, scientific or educational purposes, or to such other organizations, as said court shall determine, which are organized and operated exclusively for such charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Code.

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**ARTICLE X
OTHER NON-PROFIT PROVISIONS, LIMITATIONS AND RESTRICTIONS**

Section 10.1 Limitations and Restrictions under Federal Tax Laws.

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any Trustee, officer, employee or other individual or entity having a personal or private interest in the Corporation; *provided, however*, 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.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under Section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of Section 501(c)(3) of the Code.

(3) Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) by a corporation not for profit organized and operating under the laws of the State of Florida, in each case, as such laws now exist or may hereafter be amended.

**ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by a resolution adopted by two-thirds (2/3) of the Trustees then in office.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, having been adopted by the Corporation's Board of Trustees in compliance with the applicable provisions of the Florida Act, and have been duly executed this 26th day of November, 2013.



Name: Nancy Ridenour
Chairman of the Board

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