

N14000001788

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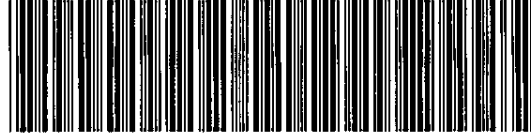
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 MAY 14 PM 1:33

C.L.
5-21-15

Susan Nungesser
200 Martin Circle
Royal Palm Beach, FL 33411

May 9, 2015

Department of State Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation

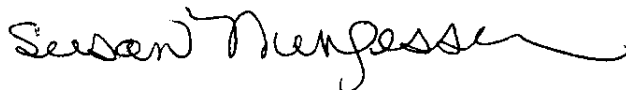
Dear Sir or Madam,

Enclosed please find the original and one copy of the Amended Articles of Incorporation for Gloryasist, Corp., a Florida not-for-profit corporation. Please return the certified copy of the Articles in the addressed envelope.

There are no changes to the designated registered agent.

A check for filing the non-profit Articles and for one certified copy of the same is enclosed herewith in the amount of \$43.75. If there is any complication, please contact Susan Nungesser at (561) 346-3943. Thank you for your time and service.

Sincerely,

A handwritten signature in black ink that reads "Susan Nungesser". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Susan Nungesser

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DIVISION OF CORPORATIONS

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GLORYASIST, CORP., A FLORIDA NON-PROFIT CORP.

N14200001788

These Amended and Restated Articles of Incorporation, which did not require member approval, were approved unanimously by the Board of Directors on April 14, 2015.

ARTICLE I

The name of this corporation is Gloryasist, Corp. The principal place of business of the corporation is 148 Constance Dr., West Palm Beach, FL 33411. The mailing address is 148 Constance Dr., West Palm Beach, FL 33411.

ARTICLE II: CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III: CORPORATE PURPOSES

This corporation shall be a nonprofit organization formed and operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall be to restore dignity, trust and respect to the elderly. The Corporation shall not participate or intervene in any political campaign for public office, nor use any substantial part of its activities to influence legislation by propaganda.

ARTICLE IV: CORPORATE POWERS

The Corporation shall have and exercise all powers accorded non-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes stated in Article III.

ARTICLE V: MEMBERS

This Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership as necessary or beneficial by designating the manner, classes, qualifications, and rights of membership in the corporate Bylaws.

ARTICLE VI: REGISTERED AGENT

The name and address of the registered agent is Karen Newberger, 148 Lake Constance Drive, West Palm Beach, FL 33411. I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: Karen Newberger

ARTICLE VII

BOARD OF DIRECTORS

The powers and affairs of the Corporation shall be exercised by and under the authority of the Board of Directors, the number of which is currently three, but may be increased (but not decreased) by amending the Bylaws. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, the Board of Directors shall have all the rights, powers and privileges prescribed by law of directors of corporations for profit. They shall hold office for such terms as provided in the Bylaws of Gloryasist, Corp.

The directors of the corporation are:

Karen Newberger of 148 Lake Constance Drive, West Palm Beach, FL 33411.

Marlene Roy of 7528 SE Teton Drive, Hobe Sound, FL 33455.

Debra Ewing of 458 Sea Lavender Terrace, Wellington, FL 33414

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is : Karen Newberger of 148 Lake Constance Drive, West Palm Beach, FL 33411.

Electronic Signature of Incorporator: Karen Newberger

I am the incorporator submitting these Articles of Incorporation and affirm the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in FL Statute s.817.155. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

ARTICLE IX

The effective date of this Corporation shall be 02/21/2014.

ARTICLE X

TAX RESTRICTIONS ON NON-PROFIT

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 above. 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 activities restricted by 501(c)(3) of the Internal Revenue Code nor make any contributions which are deductible under section 170(c)(2) of the Internal Revenue Code or the respective corresponding sections of any future federal tax code.

During any period that Gloryasist Corp. may be found to be a private foundation as defined by Section 509(a) of the Internal Revenue Code, the corporation shall:

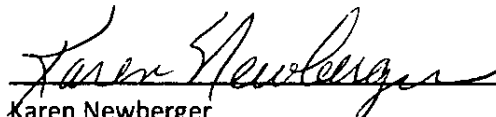
- 1.) distribute its income for each taxable year at such time and manner as not to become subject to the tax on undistributed income imposed by Section 4942(a);
- 2.) not engage or be involved in any acts of self-dealing as defined in Section 494(d) so as to give rise to any liability for the tax imposed by Section 4941(a);
- 3.) not retain any excess business holdings as defined in Section 4943(a);
- 4.) not make any investments which would jeopardize any of its exempt purposes within the meaning of Section 4944 so as to give rise to liability; and
- 5.) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to liability under Section 4945(a). Unless otherwise stated, all section references are to the Internal Revenue Code of 2014, as amended, and any corresponding provisions of subsequently enacted federal laws.

ARTICLE XI

DISSOLUTION

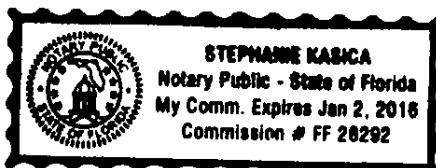
Upon dissolution of the not-for-profit corporation pursuant to FL Statutes Section 617.1402(2) and 1403, all of the Corporation's assets remaining after payment of all outstanding costs and expenses, including the costs and expenses of dissolution shall be distributed by the Board of Directors of GLoryasist 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. None of the assets shall be distributed to a director of the Corporation.

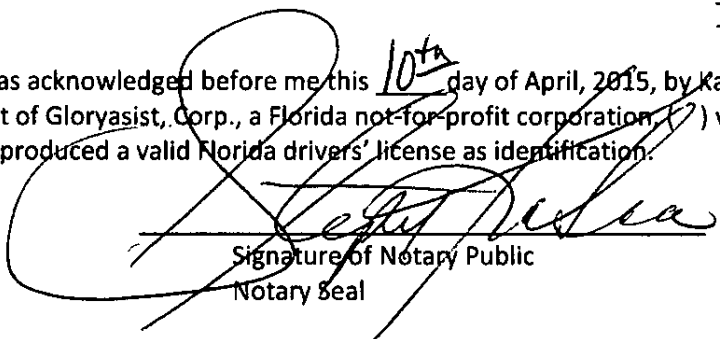
IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation of Gloryasist Corp. on this 10 day of April, 2015.


Karen Newberger
Director and President of Gloryasist, Corp.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of April, 2015, by Karen Newberger as Director and President of Gloryasist, Corp., a Florida not-for-profit corporation, who is personally known to me or (☒) has produced a valid Florida drivers' license as identification.




Signature of Notary Public
Notary Seal

FILED
STATE
CLERK OF
COUNTY OF
PALM BEACH
15 MAY 14 PM 3:33