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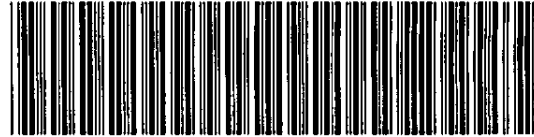
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Amber Rose
**cc*
**cc*
10/24/16

THOMAS L. BURROUGHS
ATTORNEY AT LAW
1601 Rickenbacker Drive, Suite 1
Sun City Center, FL 33573

(813) 633-6312 (Phone)
(813) 944-5229 (Fax)

October 19, 2016

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

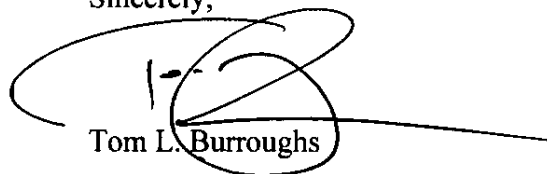
Re: Sun City Center Charitable Foundation, Inc.
Document Number N14000006642
Articles of Amendment

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Amended and Restated Articles of Incorporation of Sun City Center Charitable Foundation, Inc., a Florida Not For Profit Corporation, and my check in the amount of \$52.50 for fees. Please send the Certificate of Status and Certified Copy to my office.

Thank you.

Sincerely,



Tom L. Burroughs

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SUN CITY CENTER CHARITABLE FOUNDATION, INC.

DOCUMENT NUMBER: N14000006642

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

Please return all correspondence concerning this matter to the following:

Thomas L. Burroughs
(Name of Contact Person)

ATTORNEY AT LAW
(Firm/ Company)

1601 RICKENBACHER DRIVE, SUITE 1
(Address)

SUN CITY CENTER, FLORIDA 33573
(City/ State and Zip Code)

For further information concerning this matter, please call:

Tom Burroughs at (813) 633-6312
(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 type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" 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 AND RESTATEMENT
OF
SUN CITY CENTER CHARITABLE FOUNDATION, INC.

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of SUN CITY CENTER CHARITABLE FOUNDATION, INC., a Florida Not-for-Profit corporation (the "Corporation") are hereby amended and restated as follows:

1. The name of the Corporation is: Sun City Center Charitable Foundation, Inc. The document number is N14000006642.

2. The Articles of Incorporation of the Corporation, as amended and restated are attached hereto as Exhibit A (the "Amended and Restated Articles").

3. The Corporation does not have members.

4. The directors of the Corporation adopted the Amended and Restated Articles by the written consent of more than two-thirds (2/3) of the directors of the Corporation executed on September 19, 2016.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement.

SUN CITY CENTER CHARITABLE
FOUNDATION, INC.

By: Walter G. Cawein
Name: Walter G. Cawein
Title: President
Date: 10/17/2016

FILED
OCT 24 PM 1:09
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUN CITY CENTER CHARITABLE FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The Amended and Restated Articles of Incorporation of SUN CITY CENTER CHARITABLE FOUNDATION, INC., a Florida Not-for-Profit Corporation, shall read in their entirety as set forth below:

ARTICLE 1

Name

The name of the corporation is:

Sun City Center Charitable Foundation, Inc.

(hereafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office of the Corporation is 1363 Emerald Dunes Drive, Sun City Center, FL 33573. The mailing address of the Corporation is P.O. Box 6105, Sun City Center, FL 33571.

ARTICLE 3

Purpose

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

Specifically, the Corporation will promote, solicit and encourage charitable contributions of real and personal property, and other objects or items of value, by donation, gift, devise, or

otherwise, such contributions to be devoted to the public use in the preservation and maintenance of public facilities and for the betterment of the Sun City Center Community. Further, the Corporation will promote, solicit and encourage charitable, educational and historic events related to said preservation and maintenance. The Corporation will endeavor to make Sun City Center a better place for its nearly 25,000 senior citizens. The Corporation will focus on examining the needs of the community and engaging the right organizations to address those needs to assure successful impact. The Corporation will also provide a link between those individuals and organizations with charitable resources and those who need help, to mobilize individuals to become active partners in the building of a better community and to be a permanent resource for the needs of our community's future.

ARTICLE 4
Board of Directors

The Corporation shall have at least seven (7) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3). The manner in which the directors will be elected shall be as stated in the bylaws. The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Edmund L. Barnes	1205 Knights Gate Court Sun City Center, FL 33573
Suzanne Batt	530 Rimini Vista Way Sun City Center, FL 33573
Tom Burroughs	520 Rimini Vista Way Sun City Center, FL 33573
Walter G. Cawein	1363 Emerald Dunes Drive Sun City Center, FL 33573
George Martin	1314 Via Toscana Way Sun City Center, FL 33573

Clifford Oldham	206 Sola Lane Sun City Center, FL 33573
Steve Overton	1647 Sun City Center Plaza, Suite 202A Sun City Center, FL 33573
Marvin S. Sudman	1807 Del Webb Blvd. E. Sun City Center, FL 33573
Dallas Tuthill	2023 Berry Roberts Drive Sun City Center, FL 33573
Paul Wheat	2211 Westminster Manor Lane Sun City Center, FL 33573

ARTICLE 5 Powers

The Corporation shall have all of the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 6 Incorporator

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Walter G. Cawein	1363 Emerald Dunes Drive Sun City Center, FL 33573
Edmund L. Barnes	1205 Knights Gate Court Sun City Center, FL 33573

Dallas Tuthill

2023 Berry Roberts Drive
Sun City Center, FL 33573

Paul Wheat

2211 Westminster Manor Lane
Sun City Center, FL 33573

ARTICLE 7
Registered Office and Agent

The registered agent and office of the Corporation shall be Walter G. Cawein with an address of 1363 Emerald Dunes Drive, Sun City Center, FL 33573.

ARTICLE 8
Duration

The Corporation shall have perpetual existence.

ARTICLE 9
Personal Liability and Indemnification

No director or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 10
Bylaws

The initial Board of Directors shall adopt initial Bylaws of the Corporation. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the directors of the Corporation.

ARTICLE 11
Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 its exempt purposes. The Corporation may reimburse reasonable expenses of directors and officers as approved by the Board of Directors of the Corporation.

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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 12
Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code, and selected by the Board of Directors in its sole discretion; provided, however, such organization's purposes shall be similar to the purposes recited in of Article 3. 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 exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 13

Members

The Corporation shall have no members. The management and affairs of the Corporation shall be vested in the Board of Directors, as provided in the Bylaws.

ARTICLE 14

Amendment to Articles

These Articles of Incorporation may be amended by the approval of two-thirds (2/3) of the members of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation.

SUN CITY CENTER CHARITABLE
FOUNDATION, INC.

By: Walter G. Cawein
Name: Walter G. Cawein
Title: President
Date: 10/17/2016

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