

N14000010/20

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VINCENT ACADEMY ADVENTURE COAST INC

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

VINCENT ACADEMY ADVENTURE COAST INC

The undersigned, as a director of VINCENT ACADEMY ADVENTURE COAST INC, does hereby certify that these Amended and Restated Articles of Incorporation were adopted by the board of directors on the 29th day of March, 2024.

1. Name of Corporation: VINCENT ACADEMY ADVENTURE COAST INC.
2. Document Number: The document number of the Corporation is N14000010120.
3. Amendment and Restatement Adopted: The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

"ARTICLE I
NAME AND ADDRESS

The name of this Corporation is VINCENT ACADEMY ADVENTURE COAST INC. The principal address of the Corporation is 11145 Denton Avenue, Hudson, FL 34667. The mailing address of the Corporation is PO Box 278, Dade City, FL 33526-0278.

ARTICLE II
PURPOSES, RIGHTS AND POWERS

The purposes of the Corporation and restrictions on its operations are as follows:

1. The Corporation shall be organized, and at all times operated, exclusively for charitable purposes 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 (hereinafter the "Code"). The specific purpose of this Corporation is to promote mental illness wellness through a clubhouse model where individuals can obtain counseling, training, support and therapy.
2. Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall be prohibited from taking any action inconsistent with its maintaining qualification as an exempt organization under section 501(c)(3) of the Code, or inconsistent with the provisions of the Florida Not For Profit Corporation Act.
3. The Corporation shall not engage in propaganda, attempt to influence legislation or participate in any political campaign on behalf of or in opposition to any candidate for public office, nor shall any part of its property or any part of the income or net earnings therefrom be devoted to such purposes.
4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 herein.

5. The Corporation shall not: engage in any acts of self-dealing as defined in section 4941(d) of the Code; fail to distribute income at such time and in such manner as to subject it to tax under section 4942 of the Code; retain any excess business holdings as defined in section 4943(c) of the Code; make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code; make any taxable expenditures as defined in section 4945(d) of the Code; or otherwise violate any of the provisions of Section 617.0835, Florida Statutes (1995).

6. It is intended that the Corporation shall have the status of an organization that is exempt from federal income tax under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE III MEMBERSHIP

This Corporation shall be a membership corporation. The conditions of membership shall be determined in the manner set forth in this Corporation's Bylaws.

ARTICLE IV BOARD OF DIRECTORS

The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

ARTICLE V BYLAWS

The Bylaws shall be adopted by the Board of Directors. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

ARTICLE VI DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

principal office of the organization 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.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 14519 Elmont Avenue, Spring Hill, FL 34610, and the name of the registered agent of this Corporation at that address is David Lambert.

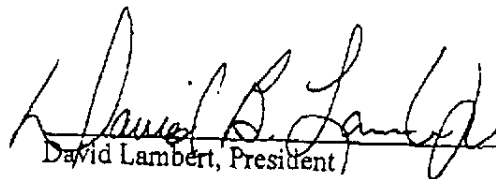
ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are:

DAVID LAMBERT
14519 Elmont Avenue,
Spring Hill, FL 34610"

4. Directors Approval: All of the directors entitled to vote on this approved such Amendment and Restatement, and the votes cast were sufficient for approval. The Corporation had no members prior to this Amendment and Restatement, so no member approval was required.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 29th day of March, 2024.


David Lambert, President