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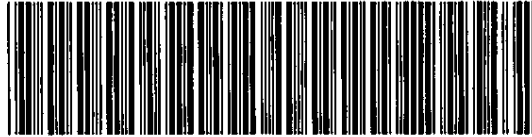
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2015 SEP 10 AM 10:42
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C. CARP

KUTAK ROCK LLP

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DREW MARLAR
drew.marlar@kutakrock.com
(404) 222-4662

September 9, 2015

VIA FEDEX

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
(850) 245-6052

Re: CFHC We Care, Inc., a Florida non-for-profit corporation

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Amended and Restated Articles of Incorporation for CFHC We Care, Inc., a check in the amount of \$87.50 for the Filing Fee, a Certified Copy and a Certificate of Status for the above-referenced corporation.

Sincerely,



Drew Marlar

dab

Enclosures

cc: Central Florida Healthcare, Inc. (via Email/with Enclosures)

AMENDED AND RESTATED 2015 SEP 10 AM 10:42
ARTICLES OF INCORPORATION
OF
CFHC WE CARE, INC. 11-11-15

The undersigned, Ann Claussen, Registered Agent and Drew Marlar, Esq., Incorporator, desiring to amend and restate the Articles of Incorporation of CFHC We Care, Inc. which were filed with the Florida Department of State on August 7, 2015 pursuant to the provisions of Chapter 617, Florida Statutes (the "Original Articles") hereby amend and restate the Original Articles as follows. The directors and officers for the Corporation have not been selected and these Amended and Restated Articles of Incorporation are certified by the Registered Agent and Incorporator who certify that (a) the Corporation does not have members therefore these Amended and Restated Articles of Incorporation are not subject to member approval; and (b) these duly adopted Amended and Restated Articles of Incorporation supersede the Original Articles in their entirety as follows:

ARTICLE I: The name of the corporation is CFHC We Care, Inc. (the "Corporation"). The Corporation is a not-for-profit corporation as defined in Chapter 617, Florida Statutes.

ARTICLE II: The principal place of business and mailing address of the Corporation is 47 5th Street, NW, Winter Haven, Florida 33881.

ARTICLE III: The exclusive purpose of the Corporation shall be to serve as a title holding corporation for Central Florida Health Care, Inc., a Florida not-for-profit corporation ("CFHC") pursuant to Section 501(c)(2) of the Internal Revenue Code of 1986, as it may be amended (the "Code"). The Corporation is formed and operated exclusively for holding title to property, collecting income therefrom and turning over the entire amount, less expenses to CFHC, within the meaning of Section 501(c)(2) of the Code. The Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(2) of the Code and, in connection therewith:

(a) the Corporation shall confine its activities to the receipt and administration of passive income, including (i) dividends, royalties, interest, annuities, rents and gains/losses to the extent excluded from taxation under Section 512(b)(1), (2), (3) and (5) of the Code and (ii) income from the sale of goods if the Corporation does not manufacture, produce, physically receive or deliver, negotiate sales of, or maintain inventories of the goods.

(b) the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;

(c) no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) of the Code or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(d) the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(2) of the Code or corresponding provisions of subsequent tax laws; and

(e) Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes set forth herein, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to CFHC, which is also tax exempt under Section 501(c)(3) of the Code. Provided, however, if CFHC is no longer qualified as a tax exempt entity, then all assets shall be distributed to another tax exempt entity under Section 501(c)(3) of the Code or any other entity which is an entity qualified under Section 501(c)(2) may make distributions.

Subject to the foregoing limitations, the Corporation shall have all the general powers enumerated in Chapter 617, Florida Statutes and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes.

ARTICLE IV: The Directors of the Corporation shall be elected or appointed as provided in the Bylaws of the Corporation.

ARTICLE V: The initial Registered Agent of the Corporation is:

Ann Claussen
47 5th Street, NW
Winter Haven, FL 33881

ARTICLE VI: The Incorporator is Drew Marlar, Esq., c/o Kutak Rock LLP, Suite 2750, 303 Peachtree Street NE, Atlanta, GA 30308-3201.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURE PAGE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CFHC WE CARE, INC.]

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Ann Claussen

Ann Claussen - Registered Agent

August 29, 2015

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Drew Marlar

Drew Marlar, Esq. - Incorporator

August 29, 2015

Date