

N15000009090

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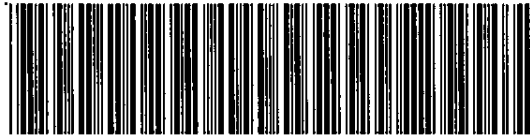
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KUTAK ROCK LLP

303 PEACHTREE STREET NE
SUITE 2750

ATLANTA, GA 30308

404-222-4600

www.kutakrock.com

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

March 22, 2016

VIA FEDEX

Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Amended and Restated Articles of Incorporation for CFHC Support Organization,
Inc. - Document Number N15000009090

Dear Sir or Madam:

Enclosed please find the following:

1. Original and two copies of the Amended and Restated Articles of Incorporation for CFHC Support Organization, Inc. to be filed with the Department of State to amend and restate the original Articles of Incorporation filed as Document Number N15000009090. Please note that the original document was printed and executed on double-sided paper. We have included an additional copy on single-sided paper for your convenience in recording the original;
2. Check for \$52.50 payable to the Florida Department of State for the \$35.00 Filing Fee, \$8.75 Certified Copy and \$8.75 Certificate of Status; and
3. Prepaid self-addressed FedEx envelope for the return of the Certified Copy and Certificate of Status.

KUTAK ROCK LLP

Department of State

Amendment Section

March 22, 2016

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Please return all correspondence concerning this matter to the undersigned at the address above. Also, please use the following email for future annual report notification: drew.marlar@kutakrock.com. Please do not hesitate to contact me at (404) 222-4662 if you need additional information or have any questions regarding this filing.

Sincerely



Drew Marlar

Enclosures

cc: Ms. Ann Claussen (without Enclosures)
Ms. Chrissie Palmerton (without Enclosures)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CFHC SUPPORT ORGANIZATION, INC.**

Ann Claussen, Registered Agent and Drew Marlar, Esq., Incorporator, formed CFHC Support Organization, Inc., a corporation pursuant to the provisions of Chapter 617, Florida Statutes (the "Corporation"), pursuant to those certain Articles of Incorporation filed with the Florida Department of State, Division of Corporations on September 11, 2015 (the "Effective Date") as Document Number N1500009090 (the "Original Articles"). Pursuant to Section 617.1007, Florida Statutes, the Board of Directors of the Corporation have adopted the following Amended and Restated Articles of Incorporation which restate the Original Articles in their entirety as follows:

ARTICLE I: The name of the corporation is CFHC Support Organization, Inc. 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 Corporation is organized exclusively for charitable, religious, educational and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"), or corresponding section of any future federal tax code. Specifically, the Corporation is organized as a section 509(a)(3) supporting organization that is operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes and/or activities of Central Florida Health Care, Inc., a Florida not-for-profit corporation ("CFHC"), so long as those purposes and/or activities are within the meaning of sections 501(c)(3) and 170(c)(2).

In furtherance of the foregoing purposes, 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 including, without limitation, the following:

- (i) to acquire by purchase, lease, gift or bequest, devise or otherwise real or personal property or interests therein and to construct, acquire, rehabilitate, improve and maintain on its behalf and for use by others real estate in the community in which its operations are principally located;
- (ii) to assist financially in such construction, acquisition, rehabilitation and improvement;
- (iii) to disseminate information and furnish advice and technical assistance and liaison with federal, state and local authorities;
- (iv) to borrow money and to issue negotiable instruments and other obligations;

(v) to sell, lease, mortgage or otherwise dispose of or encumber any assets or any of its real or personal property or any interest therein upon such terms as it may determine;

(vi) to enter into covenants and agreements and to comply with all terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of facilities and related activities in the area in which the Corporation's business is conducted;

(vii) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof; and

(viii) to act consistent with carrying out its corporate purposes and its status as a Code Section 501(c)(3) charitable entity.

Notwithstanding any other provision of these articles, 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)(3) of the Code and, in connection therewith:

(i) 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;

(ii) 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;

(iii) 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)(3) of the Code or corresponding provisions of subsequent tax laws; and

(iv) 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 in these Articles, 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)(3) may make distributions. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in

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 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:

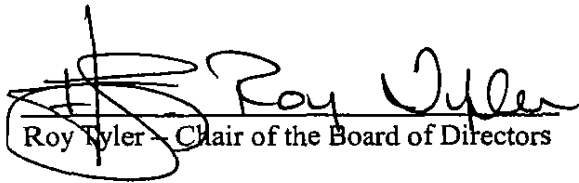
Ann Claussen
47 5th Street, NW
Winter Haven, FL 33881

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

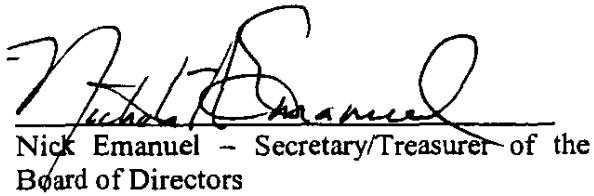
ARTICLE VII: The effective date of the Corporation shall be the date of filing of these Articles of Incorporation with the Florida Department of State.

[Remainder of page intentionally left blank]

The undersigned hereby certify that these Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation and are effective as of the Effective Date. There are no members entitled to vote on these Amended and Restated Articles of Incorporation of the Corporation and they supersede the Original Articles in their entirety.


Roy Tyler - Chair of the Board of Directors

March 22, 2016
Date


Nick Emanuel - Secretary/Treasurer of the
Board of Directors

March 22, 2016
Date

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