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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLORIDA NEIGHBORS FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA NEIGHBORS FOUNDATION, INC.**

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be FLORIDA NEIGHBORS FOUNDATION, INC. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office and mailing address of the Corporation is 558 West New England Avenue, Suite 250, Winter Park, Florida 32789.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to:

1. Improve the connections and the quality of life for seniors within Florida communities by supporting or providing opportunities for public gatherings, communication, education, safety, health and fitness, the arts and similar services;

2. Establish and maintain housing and other services for low-income and moderate income elderly residents within the State of Florida, including educating the public about the need for such housing and advocating for assistance;

3. Make distributions to other nonprofit organizations which share a common goal and advance the foregoing specific purposes;

4. Engage in other activities which are permitted and appropriate for a Florida non-for-profit corporation which is tax exempt pursuant to Section 501(c)(3) of the Code.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. 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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including

publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation:

(a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms

provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the individuals who are to serve as the Directors of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| LANCE REIBELING | 1 W Spruce Street Orlando, Florida 32804 |
| LORETTA BRUNETTI | 3505 Corrine Drive Orlando, Florida 32803 |
| KENNETH SIGGS | 14533 Eagle Ridge Drive Fort Myers, Florida 33912-1804 |

The names and addresses of the individuals who are to serve as the Officers of the Corporation are as follows:

| <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------|------------------|--|
| President | LANCE REIBELING | 1 W Spruce Street Orlando, Florida 32804 |
| Secretary | LORETTA BRUNETTI | 3505 Corrine Drive Orlando, Florida 32803 |
| Treasurer | LORETTA BRUNETTI | 3505 Corrine Drive Orlando, Florida 32803 |

Any one individual may hold more than one office in the Corporation. Duties of officers and directors shall be described in the Bylaws.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 315 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the registered agent of the Corporation at that

address is ZKS Registered Agent Services, LLC. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - MEMBERSHIP

The Board of Directors shall constitute the only members of the Corporation.

ARTICLE VII - NON-STOCK BASIS

The Corporation is organized on a non-stock basis.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within 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 so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X - INDEMNIFICATION

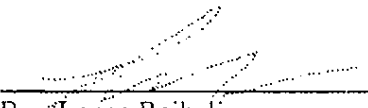
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of two-thirds of the Corporation's Board of Directors, at any regular or special meeting of the Board of Directors called for such purpose in accordance with the provisions of the Bylaws.

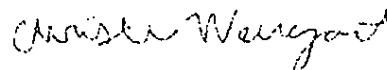
IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation were adopted on November 20, 2023. The Corporation has no members entitled to vote on the amendments, and the amendments were adopted by the Board of Directors.

FLORIDA NEIGHBORS FOUNDATION, INC.


By: Lance Reibeling
Its: President

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Christine L. Weingart, Esquire on behalf of
ZKS Registered Agent Services, LLC
Registered Agent