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Florida Department of State  
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S. TALLENT  
JUL 21 2017

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CEA OUTREACH MINISTRIES INC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$35.00

Amended  
or  
Restated  
N/C

JUL 20 2017  
JUL 20 PM 2:11  
July 20, 2017

CEA OUTREACH MINISTRIES INC  
115 JEFFERSON AVE  
LEHIGH ACRES, FL 33936

SUBJECT: CEA OUTREACH MINISTRIES INC  
REF: N17000006791

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

YOU MUST SUBMIT EITHER THE ARTICLES OF AMENDMENT OR THE AMENDED AND RESTATED ARTICLES OF INCORPORATION, BUT NOT BOTH. IF SUBMITTING THE AMENDED AND RESTATED ARTICLES OF INCORPORATION, PLEASE MAKE SURE ALL CHANGES ARE REFLECTED WITHIN THAT DOCUMENT THAT HAVE BEEN MADE IN THE ARTICLES OF AMENDMENT FORM.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

FAX Attn. #: H17000189465  
Letter Number: 617A00014690



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## AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

## CEA OUTREACH MINISTRIES INC.

The undersigned natural person, of the age of twenty-one years or more, acting as Incorporator of a Corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, does hereby adopt the following Amended and Restated Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the corporation (the "Corporation") is hereby changed to Geriatric Resource Network, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the Corporation is:

115 Jefferson Avenue  
Lehigh Acres FL 33936

The mailing address of the Corporation is:

115 Jefferson Avenue  
Lehigh Acres FL 33936

ARTICLE III - PURPOSES

The purposes for which the Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, but not limited to (1) assist seniors and their loved ones in navigating senior services and other resources based on need; and (2) conduct personal and professional development seminars and



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workshops for individuals and small groups to inspire and teach others, and encourage self-awareness and motivation.

The Corporation is not organized for profit, and no part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, directors or other private persons or any other individuals, except that this Corporation may make payments of reasonable compensation for services rendered, and payments for expenses incurred in furtherance of its purposes. The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to the extent that would disqualify it from tax exemption under Section 501(c)(3) of the Internal Revenue Code. The Corporation shall never be operated for the primary purpose of carrying on trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision or provisions of any future Federal tax code.

#### ARTICLE IV - DURATION

The period of the Corporation's duration shall be perpetual, or until such time as the Board of Directors adopts a resolution recommending that the corporation be dissolved pursuant to the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes.

#### ARTICLE V - OFFICERS AND DIRECTORS

The manner in which Officers and Directors shall be elected or appointed shall be provided by the Bylaws of the Corporation. The names and addresses of the persons who are to serve as Officers and Directors until their successors are elected and qualified are:





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<u>Name</u>	<u>Address</u>	<u>Title</u>
Cheryl E. Armstrong	115 Jefferson Avenue Lehigh Acres FL 33936	PRESIDENT
Lakesha Stone	155 Duke Lane Lehigh Acres FL 33974	TREASURER
Michelle Greer Philp	363 Delaware Road Lehigh Acres FL 33936	SECRETARY

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered agent of this Corporation is Mark A. Ebelini, Knott Ebelini Hart, 1625 Hendry Street, Third Floor, Fort Myers FL 33901, and the name of the initial registered agent at such address is Mark A. Ebelini.

#### ARTICLE VII - FUNDS AND ASSETS

The Corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to, and only to, one or more charitable or social welfare organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

#### ARTICLE VIII - BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this Corporation. The Bylaws shall govern the operation of this Corporation unless any Bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.



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Corporation unless any Bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

ARTICLE IX - INCORPORATOR

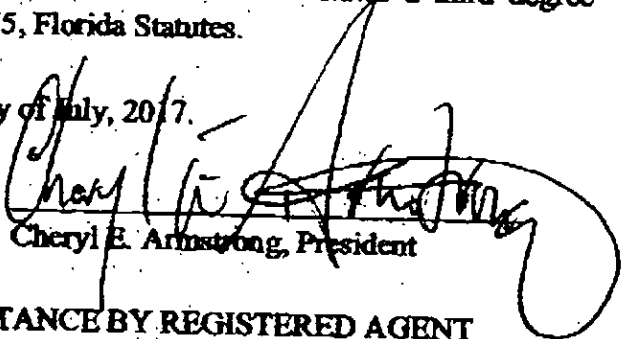
The name and address of the incorporator is:

Cheryl E. Armstrong

115 Jefferson Avenue  
Lehigh Acres FL 33936

IN WITNESS WHEREOF, the undersigned submits this document and affirms 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 in Section 817.155, Florida Statutes.

Executed on this this 19<sup>th</sup> day of July, 2017.

  
Cheryl E. Armstrong, President

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

I, the undersigned person, having been named as Registered Agent in the above Articles, and appointed to accept service of process for the Corporation at the place designated in these Articles, hereby accept the appointment as Registered Agent. I am familiar with the duties as Registered Agent, and agree to act in this capacity.

Dated: July 19, 2017

  
Mark A. Ebehini



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The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

Signature

(By the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Cheryl E. Armstrong

(Typed or printed name of person signing)

President and Director

(Title of person signing)



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