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AE EAU GALLIE, INC.

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Amended  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AE EAU GALLIE, INC.  
(A Florida Not For Profit Corporation)**

A. The name of this Corporation is AE Eau Gallie, Inc.

B. In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act and pursuant to a resolution duly adopted by its Board of Directors on November 30, 2019, Eau Gallie, Inc. hereby adopts these amended and restated articles of incorporation (Article III is amended hereby). The corporation's Board of Directors by an affirmative vote of all of the members thereof approved the amendment in the manner set forth in the articles of incorporation and Florida law. There is no discrepancy between the articles of incorporation as amended and the provisions of the restated articles of incorporation other than the inclusion of the amended article described above and the omission of matters of historical interest. There are no members entitled to vote on the adoption of these amended and restated articles of incorporation.

**ARTICLE I – NAME**

The name of the corporation shall be: AE Eau Gallie, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The initial principal street address of the Corporation shall be 3189 Hawk Crest Rd., Ann Arbor, MI 48103.

**ARTICLE III – PURPOSE**

Section 1: The purposes for which the Corporation is formed are as follows:

1. Without pecuniary profit or restriction as to race, color, sex, creed, or national origin, to operate as a charitable corporation exclusively for charitable purposes hereinafter specified, as follows:

- (a) To establish, maintain, and operate a home or homes for elderly persons in order to provide them with suitable living accommodations, facilities for dining, facilities for medical treatment, nursing care, and other services especially designed to meet their spiritual, mental, physical, social, and psychological needs;
- (b) To sponsor and encourage medical research in the field of geriatrics;

- (c) To gather and disseminate facts and information concerning preparation for retirement, retirement activities, and suitable means and methods of caring for aged persons;
- (d) To make distributions by gift, grant, or loan to any not-for-profit organization that qualifies as an exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*");
- (e) To provide such other and further services for elderly persons as may be in furtherance of the foregoing charitable purposes or any of them; and
- (f) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

2. Within the limits of its physical and financial capacities and the dictates of feasible and economic operation, to make its services and facilities available to those elderly persons 65 years of age or older, or as may from time to time be determined by the Board of Trustees, of low and moderate incomes judged to be legitimately in need thereof; provided, that nothing herein stated shall be construed to prevent the Corporation from charging those able to pay for board, lodging, and other facilities and services to the end that the institution may be better supported to perform its charitable function.

Section 2: In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, or dissolution, the following provisions shall apply:

1. The Corporation shall not directly or indirectly engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Trustees, 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 in Section 1 hereof.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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Section 3: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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.

Section 4: American Eagle Delaware Holding Company LLC, a Delaware nonprofit limited liability company, shall be the sole member of the Corporation.

#### **ARTICLE IV – MANNER OF ELECTION**

The manner in which the directors are elected and appointed shall be the manner set forth in the Bylaws.

#### **ARTICLE V – INITIAL OFFICERS**

The manner in which the initial officers are to be elected shall be the manner set forth in the Bylaws.

#### **ARTICLE VI – REGISTERED AGENT**

The name and Florida address of the registered agent is: C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

*[Remainder of Page Left Intentionally Blank]*

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IN WITNESS WHEREOF, AE Eau Gallie, Inc. has caused this Amended and Restated Articles of Incorporation to be signed in its name on this 30 day of November, 2019.

DocuSigned by:  
Mark Miller  
Mark Miller

DocuSigned by:  
Randall Rutta  
Randall Rutta

DocuSigned by:  
Elan Ruggill  
Elan Ruggill