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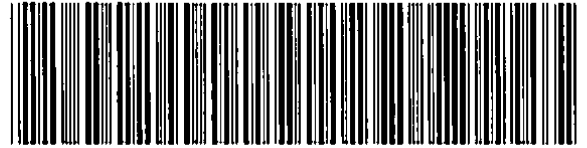
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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

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AMENDMENT

1. BELIEVE IN GRACE, INC.

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BELIEVE IN GRACE, 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 BELIEVE IN GRACE, INC. (the "Corporation").

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

The principal and mailing address of the Corporation is 812 Hibiscus Lane, Vero Beach, FL 32963-2018.

ARTICLE III – PURPOSES AND POWERS OF CORPORATION

The specific purpose for which this Corporation is organized is to participate as a sole General Partner in a Florida Limited Partnership, which as its sole purpose and objective, owns and operates a 70-unit affordable senior housing property servicing elderly households with incomes complying with the terms set forth in Rev. Proc. 96-32, 1996-1 C.B. 717, as well as for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall have all the powers of a corporation not for profit organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in Section 617 of the Florida Statutes, these Articles of Incorporation, or the Bylaws; provided, however, that the Corporation is specifically prohibited from engaging in any political activity or

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any other activity whereby its status as a corporation not for profit or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized.

ARTICLE IV – BOARD OF DIRECTORS

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 no fewer than three (3) persons.

ARTICLE V – MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 812 Hibiscus Lane, Vero Beach, FL 32963-2018, and the name of the initial registered agent of the Corporation at that address is Bethany A. Fortunato. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII – INDEMNIFICATION

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

ARTICLE VIII – DISSOLUTION OF CORPORATION

The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal

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Revenue Code, or the corresponding section of any future federal tax code, 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 member, director, trustee, officer, or other private person, other than as reasonable payment for services rendered by such person.

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by a majority of the entire Board of Directors of the Corporation. The Corporation has no members entitled to vote on the amendments or amended and restated articles of incorporation, and the foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors on November 2, 2020.

BELIEVE IN GRACE, INC.

By: 
Bethany A. Fortunato, President

Date: November 2, 2020

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Amended and Restated 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.


Bethany A. Fortunato

Date: November 2, 2020

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