

N21000002076

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

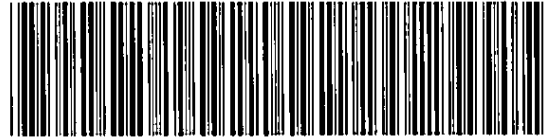
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

585.



100394054011

2022 SEP -9 AM 11:02

2022 SEP -9 PM 10:22

9/14/2022

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 9/9/2022

****WALK IN****

ENTITY NAME OCTAVIAN VILLAGE, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 43.75

ACCOUNT # 120160000072

em: c J2W

Please call Tina at the above number for any issues or concerns. Thank you so much!

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Octavian Village, Inc. (Document No. 21000002076)
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Amy Buice
Name (Printed or typed)
1105 W Peachtree St. NE Ste 1000
Address
Atlanta, GA 30309
City, State & Zip
404-815-3750
Daytime Telephone number
abuice@sgrlaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2022 SEP 13 AM 10:48

September 12, 2022

SUNSHINE STATE CORPORATE COMPLIANCE COMPANY

SUBJECT: OCTAVIAN VILLAGE, INC.
Ref. Number: N21000002076

CORRECTED
Please Allow For
Same File Date

We have received your document for OCTAVIAN VILLAGE, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 322A00020208

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF OCTAVIAN VILLAGE INC.**

2022 SEP -9 11:10:22

Octavian Village Inc., a nonprofit corporation organized and existing under the laws of the State of Florida (the "**Corporation**") DOES HEREBY CERTIFY THAT:

1. The name of the Corporation is Octavian Village, Inc.
2. The Corporation was originally incorporated pursuant to the Florida Not For Profit Corporation Act on February 16, 2021, by the filing of articles of incorporation with the Florida Secretary of State (the "**Original Articles**").
3. These adopted amended and restated articles of incorporation supersede the original articles of incorporation and all amendments to them.
4. These amended and restated articles of incorporation were adopted by the Board of Directors of the Corporation on August 7, 2022, and do not contain any amendments requiring member approval.
5. The text of the amended and restated articles of incorporation is as follows:

ARTICLE I.

The name of the Corporation is "Octavian Village, Inc."

ARTICLE II.

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE III.

The Corporation shall have perpetual duration.

ARTICLE IV.

The purposes of the Corporation shall be exclusively charitable purposes authorized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future Internal Revenue Law); and to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act and under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code. The Corporation is not organized and shall not be operated for pecuniary gain or profit. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which

may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the Corporation's qualification and exempt purpose under Section 501(c)(3) of the Code.

ARTICLE V.

The method of election of directors shall be determined by the bylaws of the Corporation.

ARTICLE VI.

The Officers and/or Directors shall be:

Name and Title: Brown, Cortez L. (Board Chair & Director)
Address: 1376 24th PL SW, Vero Beach, FL 32962

Name and Title: Mersky, Michael, J. (Board Vice-Chair)
Address: 1376 24th Place SW, Vero Beach, FL 32962

Name and Title: Woodard, Amy N. (Board Member/Director)
Address: 1376 24th Place SW, Vero Beach, FL 32962

Name and Title: McGilberry, Thomas B. (Board Member/Director)
Address: 1376 24th Place SW, Vero Beach, FL 32962

Name and Title: Barry, Kevin M. (Board Member/Director)
Address: 1376 24th Place SW, Vero Beach, FL 32962

Name and Title: Storch, Anne (Board Member/Director)
Address: 1376 24th Place SW, Vero Beach, FL 32962

ARTICLE VII.

No part of the property or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Article IV hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, 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 section 501(c)(3) of the Code (or the corresponding section of any future Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII.

The initial registered office of the Corporation shall be 1376 24th Pl. SW, Vero Beach, FL 32962. The initial registered agent at such address shall be Cortez L. Brown.

ARTICLE IX.

The Corporation shall not have members.

ARTICLE X.

The mailing address of the initial principal office of the 1376 24th Pl SW, Vero Beach, FL 32962.

ARTICLE XI.

In the event of dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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. In the event that upon the dissolution of the Corporation the Incorporator shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having an interest in the Corporation or its assets.

ARTICLE XII.

No director shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by the Florida Not For Profit Corporation Act; or (d) any transaction from which the director derived an improper personal benefit.


The Corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such

action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by the Corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

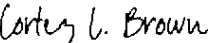
This provision constitutes a contract between the Corporation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DocuSigned by:

FEB2E0C3FC60416
Required Signature of Registered Agent

09/08/2022
Date

I submit this document and affirm 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 s.817.155, F.S.

DocuSigned by:

FEB2E0C3FC60416
Name: Cortez L. Brown
Title: Chairman of the Board of Directors

09/08/2022
Date