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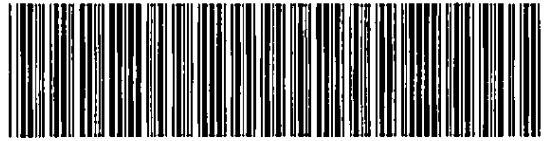
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SECRETARY OF STATE
TALLAHASSEE, FL

A. BUTLER

AUG - 3 2022

TIMOTHY E. DIXON, ESQUIRE

9801 Michaels Way, Ellicott City, Maryland 21042

Admitted in
Maryland
New York
Pennsylvania
Virginia (Corporate Counsel)

Timothy E. Dixon, Esquire
(410)608-9599
timothy.dixon@clarkeinvestments.com

May 20, 2022

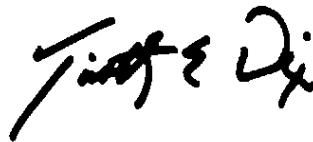
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Articles of Amendment for Garden Health & Support Services, Inc.
(Document Number N22000004219)**

Clerk:

Enclosed are Articles of Amendment for the above referenced Florida not-for-profit corporation, together with my firm's check for \$35.00.

Very truly yours,

A handwritten signature in black ink, appearing to read "Timothy E. Dixon", written in a cursive style.

Timothy E. Dixon

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GARDEN HEALTH & SUPPORT SERVICES, INC.

(Document Number N22000004219)

2022 MAY 27 AM 7:20

SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF AMENDMENT

Pursuant to the provisions of Section 617.1006, Florida Statutes, Garden Health & Support Services, Inc., a Florida Not For Profit Corporation incorporated on April 14, 2022, hereby adopts the following amendments to its Articles of Incorporation:

- A. **Name:** The name of the corporation is **GARDEN HEALTH & SUPPORT SERVICES, INC.** This is the name of the corporation as it appears in the Articles of Incorporation. No amendment to the name is being affected at this time.
- B. **Principal Office Address:** The principal office address of the corporation is 2975 Garden Street, North Fort Myers, Florida 33917. This is the principal office of the corporation as it appears in the Articles of Incorporation. No amendment to the principal office of the corporation is being affected at this time.
- C. **Mailing Address:** The mailing address of the corporation is 5243 Little Debbie Parkway, Suite 101, Ooltewah, Tennessee 37363. This is the mailing address of the corporation as it appears in the Articles of Incorporation. No amendment to the mailing address of the corporation is being affected at this time.
- D. **Registered Agent Name and Address:** The name and address of the registered agent of the corporation is Pam Zimmer, 1890 SR 436, Suite 201, Winter Park, Florida 32792. This is the name and address of the registered agent as it appears in the Articles of Incorporation. No amendment to the name and address of the registered agent is being affected at this time.
- E. **Additional Amendments:** If amending or adding additional Articles, enter change here:

1. The Articles of Incorporation are hereby amended and supplemented by deleting Article III in its entirety and replacing it with the following:

Article III: Corporate Purposes

The specific purposes for which this corporation is organized are:

- i. Acquire, own, lease (either as lessor or lessee) and operate hospitals, intermediate care facilities, housing for the disabled, educational and training facilities, adult day care facilities, specialized work environment facilities, nursing homes, assisted living facilities, hospices, rehabilitation facilities and other types of health care facilities and senior housing facilities located in the United States.

ii. Accept grants, gifts and other financial resources in support of the purposes of the Corporation, including grants, gifts and other financial support from governmental and non-governmental sources.

iii. Enter into such contracts and agreements as are reasonably necessary to carry out the purposes of the Corporation.

iv. Acquire, own, operate, finance and sell such properties and assets as shall be reasonably necessary in the judgment of the Board of Directors to carry out the purposes of the Corporation.

v. Make distributions and grants for to charitable organizations described in Section 501(c)(3) of the Code for such purposes are consistent with the purposes of the Corporation and limited to charitable, religious, testing for public safety, literary and educational purposes permitted within the scope of Section 501(c)(3) of the Code.

vi. Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of the Corporation's purposes and to secure the same by mortgages, pledges or other liens on the property of the Corporation.

vii. Solely for the purposes described herein and without otherwise limiting its powers, the Corporation may exercise all of the rights and powers conferred by the laws of the State of Florida upon nonstock corporations, but only to the extent that the exercise of such powers is in furtherance of the exempt purposes of the Corporation.

2. The Articles of Incorporation are hereby amended and supplemented by adding a new Article VII as follows:

Article VII: Certain Restrictions

A. The Corporation shall have no authority to issue capital stock.

B. The Corporation shall not pay dividends or other corporate income to its members, directors or officers, other than reasonable compensation for services actually rendered and other than distributions and contributions to its members which are organizations described in Section 501(c)(3) of the Code and exempt from taxation under Section 501(a) of the Code and shall not permit the realization of any private gain. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

C. The Corporation shall have no power to take any action that would be inconsistent with the requirements of Section 501(c)(3) of the Code and related regulations, rulings, procedures and decisions. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Section 170(c)(2) of the Code and related regulations, rulings, procedures and decisions.

D. Regardless of any other provisions of these articles or state law, the Corporation shall have no power to:

i. Engage in activities or use its assets in any manner not in furtherance of one or more exempt purposes, as set forth in and defined by Section 501(c)(3) of the Code and related regulations, rulings, procedures and decisions.

ii. Serve a private interest other than one that is clearly incidental to an overriding public interest.

iii. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Code and related regulations, rulings, procedures and decisions.

iv. Directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

v. Have objectives and engage in activities that characterize it as an "action organization" as defined in the Code and related regulations, rulings, procedures and decisions.

vi. Permit any part of the net earnings of the Corporation to inure to the benefit of any director or member of the Corporation or any private individual.

vii. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.

3. The Articles of Incorporation are hereby amended and supplemented by adding a new Article VIII as follows:

Article VIII: Dissolution

Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after 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 organizations which are exempt from federal income taxation under Section 501(c)(3) of the Code or the corresponding provisions of any subsequent United States internal revenue law, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the appropriate court or governmental agency, to such organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue law, as such court or governmental agency shall determine.

4. The Articles of Incorporation are hereby amended and supplemented by adding a new Article IX as follows:

Article IX: Limitation of Liability: Indemnification

A. To the maximum extent that Florida law in effect from time to time permits limitation of the liability of directors and officers, no director of the Corporation shall have any personal liability to the Corporation or its member(s) for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director in any manner prohibited by or inconsistent with the laws of the State of Florida.

B. Subject to paragraph A above, the Corporation shall have the power, to the maximum extent permitted by Florida law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former director or officer of the Corporation, or (b) any individual who, while a director of the Corporation and at the request of the Corporation, serves or has served as a director, officer, partner or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise from and against any claim or liability to which such person may become subject or which such person may incur by reason of his status as a present or former director or officer of the Corporation. The Corporation shall have the power, with the approval of the Board of Directors, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

C. No director or member shall be personally liable for any debts or liabilities of the Corporation.

EFFECTIVE DATE OF AMENDMENTS AND APPROVALS

1. **Effective Date:** These Articles of Amendment shall be effective as of the date signed by the Corporation.

2. **Approvals:** These Articles of Amendment were approved by (i) the Board of Directors of the Corporation and (ii) The Guardian Foundation, Inc., as sole corporate member of the Corporation.

[Signatures Appear on the Following Page]

[Garden Health & Support Services, Inc. Signature Page]

GARDEN HEALTH & SUPPORT SERVICES, INC.

By: 

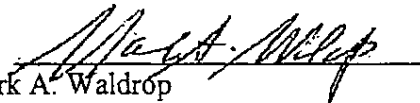
Marvin E. Garrett

President

Dated: May 20, 2022

[The Guardian Foundation, Inc. Signature Page]

THE GUARDIAN FOUNDATION, INC., as sole corporate member of the Corporation

By: 
Mark A. Waldrop
President
Dated: May 11, 2022