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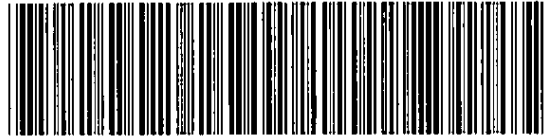
(Business Entity Name)

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SECRETARY OF STATE  
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CSC - Tallahassee  
 1201 Hays Street  
 Tallahassee, FL 32301-2607  
 850-558-1500, Ext:

To: Department Of State, Division Of Corporations  
 From: Amanda Miller  
 Ext:  
 Date: 06/05/24  
 Order #: 1525467-1  
 Re: BEAR HERITAGE FUND II AT AMAVIDA, INC.  
 Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation  
 Amount to be deducted from our State Account: \$70.00 - FL State Account Number:  
 I20000000195  
 AUTH

Please take the following action:  
 File in your office on basis  
 Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION OF  
BEAR HERITAGE FUND II AT AMAVIDA, INC.

BEAR HERITAGE FUND II AT AMAVIDA, INC., a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the Corporation is BEAR HERITAGE FUND II AT AMAVIDA, INC.

**ARTICLE II**  
**Principal Office and Mailing Address**

The principal office address of the Corporation is 7669 Calistoble Loop Fort Myers, FL 33908 and the mailing address of the Corporation is 7669 Calistoble Loop Fort Myers, FL 33908. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

**ARTICLE III**  
**Purposes**

A. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and other purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Bylaws, or any other provision of law, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or (ii) an organization to which contributions are deductible under sections 170, 2055, and 2522 of the Code (or the corresponding sections of any future federal tax code).

B. The Corporation shall engage in activities relating to the aforementioned purposes; and the Corporation is authorized to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

C. The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code (or the corresponding section of any future federal tax code). If, however, at any time or times, the Corporation shall be classified as a private foundation under United States internal revenue laws, then at such time or times the Corporation:

- (1) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code (or corresponding section of any future federal tax code);

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- (2) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code (or corresponding section of any future federal tax code);
- (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code (or corresponding section of any future federal tax code);
- (4) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code (or corresponding section of any future federal tax code); and
- (5) shall not make any taxable expenditure as defined in section 4945(d) of the Code (or corresponding section of any future federal tax code).

#### ARTICLE IV Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) 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; and (ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article III hereof.

#### ARTICLE V Dissolution and Liquidation

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code (or 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.

#### ARTICLE VI Term

The term for which the Corporation shall exist shall be perpetual.

#### ARTICLE VII Bylaws

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time. Upon

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proper notice the Bylaws may be amended, altered or rescinded as provided in the Bylaws at any regular meeting or any special meeting of the Board of Directors called for that purpose.

**ARTICLE VIII**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws. The initial Directors of the Corporation, who shall serve until they are replaced in accordance with the Bylaws, are as follows:

1. David Dlugolenski, Jr.
2. Debbie Vaughn
3. Michael Berg

**ARTICLE IX**  
**Officers**

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

**ARTICLE X**  
**Registered Agent**

The name and address of the Registered Agent is Reed Smith LLP, 200 South Biscayne Boulevard, Suite 2600, Miami, FL 33131, Attn: Constantine Karides.

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended as provided in the Bylaws.

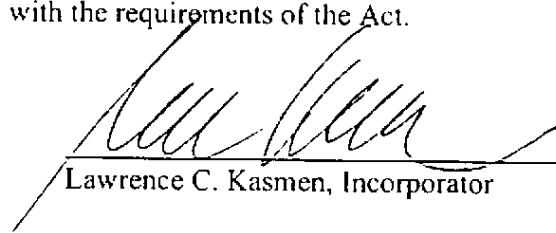
**ARTICLE XII**  
**Incorporator**

The name of the sole incorporator of the Corporation is Lawrence C. Kasmien. The street and mailing address of the sole incorporator of the Corporation is 8200 Roberts Drive, Suite 210, Atlanta, GA 30350.

*[Signature Page Follows.]*

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The foregoing Articles of Incorporation were adopted effective June 3, 2024, by the undersigned incorporator in accordance with the requirements of the Act.

  
\_\_\_\_\_  
Lawrence C. Kasmen, Incorporator

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OFFICE

**ACCEPTANCE OF APPOINTMENT**  
**BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article X of the foregoing Articles of Incorporation of **BEAR HERITAGE FUND II AT AMAVIDA, INC.** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 4th day of June, 2024.

**REGISTERED AGENT:**

**REED SMITH LLP**



By: \_\_\_\_\_  
Constantine Karides, Authorized Agent

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