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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ORLANDO LUTHERAN TOWERS FOUNDATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ORLANDO LUTHERAN TOWERS FOUNDATION, 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 is Orlando Lutheran Towers Foundation, Inc. (the "Foundation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF FOUNDATION**

The address of the principal office of the Foundation is 300 East Church Street, Orlando, FL 32801, and the mailing address of the Foundation is 300 East Church Street, Orlando, FL 32801.

ARTICLE III - PURPOSES AND POWERS OF FOUNDATION

A. The Foundation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and as a Type I supporting organization exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, with the meaning of Code Section 509(a)(3), Orlando Lutheran Towers, Inc., a Florida not for profit corporation that is a publicly supported charity (within the meaning of Code Sections 501(c)(3)

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and 509(a)(2)) (the "Supported Organization"); provided, however, that the Foundation may select a replacement organization for the Supported Organization (and the references herein to the Supported Organization shall then refer to such replacement organization) that has purposes similar to that of the Supported Organization and that is a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1) or 509(a)(2)). in the event that the Supported Organization loses its exempt status, substantially abandons its operations, or is dissolved. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Foundation shall include, but shall not be limited to, providing grants to (or for the benefit of) the Supported Organization, for residents of Orlando Lutheran Towers (a continuing care retirement community owned and operated by the Supported Organization) who are unable to meet their financial obligations and for other resident support.

B. The Foundation shall be authorized to carry out any and all acts and to exercise any and all corporate powers, which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit, and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to the Foundation and to make payments and distributions for the furtherance of the purposes set forth in this Article III.

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

3. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - NO MEMBERS

The Foundation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Foundation shall be managed under the direction of, the Foundation's Board of Directors. The Board of Directors of the Foundation 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; provided, that the Board of Directors shall at all times consist of at least five (5) persons.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - TERM OF EXISTENCE

The Foundation shall have perpetual existence.

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ARTICLE VIII - DISSOLUTION OF FOUNDATION

Upon the dissolution of the Foundation, after the payment or provision for the payment of all of the liabilities of the Foundation, all of the assets of the Foundation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose; provided, that the distribution must be approved by the Supported Organization (if the Supported Organization is a Section 501(c)(3) charitable organization at such time).

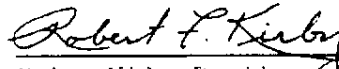
ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended from time to time by a vote of a majority of the full Board of Directors at any meeting of the Board of Directors called for such purpose in accordance with the provisions of the Foundation's Bylaws; provided, that any amendment must be approved by the Supported Organization.

ARTICLE X - EFFECTIVE DATE

The effective date of filing for these Amended and Restated Articles of Incorporation is January 1, 2025.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority on this 26th day of December, 2024.


Robert Kirby, President



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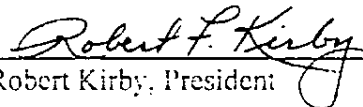
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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ORLANDO LUTHERAN TOWERS FOUNDATION, INC.**

1. The Amended and Restated Articles of Incorporation of the Foundation accompanying this Certificate contain amendments to the Articles of Incorporation that require member approval

2. The amendments to the Articles of Incorporation were duly adopted and approved by the members of the Corporation on October 17, 2024, to be filed with an effective date of January 1, 2025, and the number of votes cast was sufficient for approval.


Robert Kirby, President

Date: December 26, 2024

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