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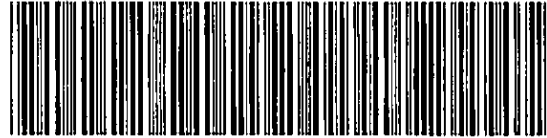
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ocean Reef Chapel Foundation, Inc.

DOCUMENT NUMBER: A9000001740

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gail Delgado

(Name of Contact Person)

c/o Nostro Jones, P.A.

(Firm/ Company)

2525 Ponce de Leon Blvd., Suite 750,

(Address)

Coral Gables, FL 33134

(City/ State and Zip Code)

gaildelgado@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Einersen

786 347 7925

(Name of Contact Person)

at

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
OCEAN REEF CHAPEL FOUNDATION, INC.**

2017 NOV 27 P 4: 09

WHEREAS, the Articles of Incorporation of OCEAN REEF CHAPEL FOUNDATION, INC. (the "Corporation") were filed with the Florida Department of State on April 8, 1994, and

WHEREAS, it is the intention of the Board of Directors of the Corporation that the Articles of Incorporation be amended and restated, effective on the date of filing of these Amended and Restated Articles with the Department of State; and

WHEREAS, these Amended and Restated Articles of Incorporation of the Corporation as hereinafter set forth were approved by unanimous written consent of the Board of Directors, pursuant to the provisions of Sections 607.1003, 607.0704, and 607.0821 of the Florida Business Corporation Act.

NOW, THEREFORE, these amended and restated Articles of Incorporation (the "Articles") are hereby made and acknowledged by the undersigned, to be filed with the Department of State, Division of Corporations, State of Florida, for the purpose of forming a not for profit corporation in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE ONE
NAME**

The name of the Corporation is Ocean Reef Chapel Foundation, Inc., a Florida not for profit corporation.

**ARTICLE TWO
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation in the State of Florida shall be located at 32 Ocean Reef Drive, Key Largo, FL 33037.

**ARTICLE THREE
PURPOSES; RESTRICTIONS**

(a) Purpose. The Corporation is established, and shall be operated, exclusively for charitable, scientific, literary, or educational purposes. In particular, the purpose of the Corporation is to serve as a supporting organization as described in Section 509(a)(3) of the Internal Revenue Code (the "Code") to benefit the Ocean Reef Chapel, Inc., a Florida not for profit corporation. The Corporation intends to qualify as a Type II supporting organization. The Corporation is supervised or controlled in connection with the Ocean Reef Chapel, Inc., a publically supported organization. To maintain qualification as a Type II supporting organization, a majority of the directors of the Ocean Reef Chapel, Inc. will serve as a majority of the directors of the Corporation. The Corporation shall at all times operate as an organization

exempt from Federal income tax under Section 509(a)(3) of the Code, and nothing in these bylaws shall be construed to the contrary.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation 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 the corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(9) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

(10) Notwithstanding any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Code or the corresponding provisions

of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR POWERS

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations.

ARTICLE FIVE DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors. The manner in which directors are to be elected or appointed shall be as set forth in the bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least three (3) directors and not more than nine (9).

ARTICLE SIX BYLAWS

The initial bylaws of the Corporation shall be adopted by the directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE SEVEN AMENDMENT OF ARTICLES OF INCORPORATION

The procedure for amending these Articles shall be as prescribed by Florida law.

ARTICLE EIGHT DISSOLUTION

In the event of dissolution of the Corporation or the winding up of its affairs, the residual assets of the Corporation will be turned over to (1) one or more organizations which is or are exempt as an organization or organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or (2) the Federal, State or local government for exclusive public purposes.

ARTICLE NINE REGISTERED OFFICE AND REGISTERED AGENT

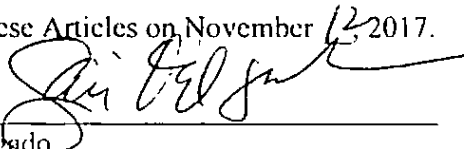
The street address of the Corporation's initial registered office is 32 Ocean Reef Drive, Key Largo, FL 33037. The name of the Corporation's initial registered agent at that address is Gail Delgado.

**ARTICLE TEN
INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Gail Delgado
32 Ocean Reef Drive
Key Largo, FL 33037

IN WITNESS WHEREOF, I have executed these Articles on November 12, 2017.



Gail Delgado

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Sections 617.0501 and 617.0503 of the Florida Statutes.



Gail Delgado, Registered Agent

Date: 11-12, 2017.