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PAMELA MILTON ROBB, P.A.
ATTORNEY AND COUNSELOR AT LAW
1311 SOUTH VINELAND ROAD • WINTER GARDEN, FLORIDA 34787
TELEPHONE (407) 654-0464 FAX (407) 656-6163

FILED

80 JAN 13 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 12, 2000

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/13/00--01086--005
****122.50 *****78.75

Re: *Lakeside Place, Inc.*

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Lakeside Place, Inc., to be filed with your office. Also enclosed please find this firm's check in the amount of \$122.50 to cover the fee of filing same.

If you should have any questions regarding this matter, please feel free to contact me.

Sincerely yours,

Cynthia A. Gerber-Bradfield

Cynthia A. Gerber-Bradfield
Legal Assistant to
PAMELA M. ROBB

:cagb
Enclosures

PH 1/21/2000 ✓

**ARTICLES OF INCORPORATION
OF**

LAKESIDE PLACE, INC.

A Non-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name

The name of the Corporation is **LAKESIDE PLACE, INC.** (hereinafter referred to as “the Corporation”).

Article II
Duration

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

Article III
Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 434 West Kennedy Blvd., Orlando, Florida 34810; the name of the initial registered agent of this corporation is Pamela M. Robb, Esq.; and the address of the registered agent is Pamela Milton Robb, P.A., 1311 South Vineland Road, Winter Garden, Florida 34787.

Article IV
Purpose

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- (A) To provide permanently disabled persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provisions, maintenance and operation thereof on a non-profit basis.

- (B) The Corporation is irrevocably dedicated to and operated exclusively for nonprofit, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.
- (C) To carry out this single purpose, the Corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal revenue Code.

Article V
Powers

The Corporation is empowered:

- (A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof, but solely in connection with the project assisted under Section 811 of the National Affordable Housing Act.
- (B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (C) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 811 of the National Affordable Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.
- (D) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's assets shall be distributed

for one or more exempt purposes, except for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding section of any future Federal Tax Code, provided, however, that the Corporation shall at all times, so long as a mortgage on the Corporation's property is held or insured by the Secretary of Housing and Urban Development, have the power to convey its property to the Secretary of Housing and Urban Development, or its nominee for exclusively public purposes.

- (E) Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

Article VI
Directors and Members

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director. The names and post office addresses of the persons who shall serve as initial Directors until their successors are duly qualified, are as follows:

<u>Name</u>	<u>Address</u>
JERRY KASSAB	1159 Brantley Estate Drive Altamonte Springs, Florida 32714
ROBERT WHEELER	Post Office Box 917609 Longwood, Florida 32791-7609
WAYNE GARDNER	10148 Pink Carnation Court Orlando, Florida 32825
DUANE ZIMMERMAN	318 N. Hiawassee Road Orlando, Florida 32835

JON CHERRY

**356 Lakeview Street
Orlando, Florida 32804**

Directors shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals appointed to membership by the Board of Directors of Lakeside Alternatives, Inc.

In the event that the aforesaid appointment by such Lakeside Alternatives, Inc. is withdrawn, then this shall constitute automatic resignation as a member and director of the Corporation.

Article VII
Officers

The officers of the Corporation as provided by the Bylaws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year.

Article VIII
Bylaws

Bylaws of the Corporation may be adopted, made, altered, or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development, pursuant to Article V hereof.

Article IX
Incorporators


The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

<u>Name</u>	<u>Address</u>
JERRY KASSAB	1159 Brantley Estate Drive Altamonte Springs, Florida 32714
JON CHERRY	356 Lakeview Street Orlando, Florida 32804
DUANE ZIMMERMAN	318 N. Hiawassee Road Orlando, Florida 32835


Article X
Amendments

So long as the Corporation's property is subject to a Regulatory Agreement in favor of the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.


In witness whereof, the undersigned incorporators have executed these Articles of Incorporation on this 6 day of January, 2000.



JERRY KASSAB



JON CHERRY

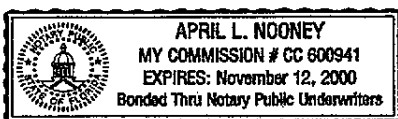


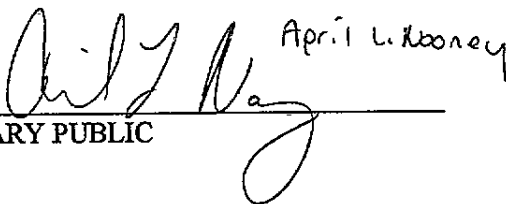
DUANE ZIMMERMAN

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **JERRY KASSAB**, to me personally known or who produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 7th day of January, 2000.



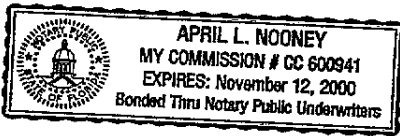


NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **JON CHERRY**, to me personally known or who produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 6th day of January, 2000.



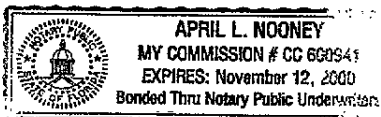
April L. Nooney

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **DUANE ZIMMERMAN**, to me personally known or who produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 6th day of January, 2000.



April L. Nooney

NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITH THIS
STATE; NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

FILED

00 JAN 13 PM 2: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **LAKESIDE PLACE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named **PAMELA M. ROBB**, located at 1311 South Vineland Road, City of Winter Garden, County of Orange, State of Florida 34787, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.

By: 

PAMELA M. ROBB, Registered Agent