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Division of Corporations

SHUMAKER LOOP KENDRICK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

BETHESDA LUTHERAN CITRUS COUNTY ASSOCIATION FOR RETA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**BETHESDA LUTHERAN CITRUS COUNTY
ASSOCIATION FOR RETARDED CITIZENS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation is Bethesda Lutheran Citrus County Association for Retarded Citizens, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The address of the Corporation's principal office is 700 Hoffmann Drive, Watertown, Wisconsin 53094.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 101 East Kennedy Blvd., Tampa, Florida 33602, and the name of its initial Registered Agent at that address is Gregory C. Yadley, Esquire.

ARTICLE IV - NOT FOR PROFIT

The Corporation is organized for religious, charitable and educational purposes within the meaning of Sections 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. No member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

ARTICLE V - DURATION

The duration (term) of the Corporation is perpetual.

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ARTICLE VI - PURPOSE

The Corporation is a charitable corporation formed for the purpose of caring for mentally retarded children and adults by providing for their spiritual, physical, social, mental and emotional needs, specifically offering them the opportunity to receive instruction in the evangelical Lutheran doctrines. The ultimate aim is to develop their potential, increase their knowledge and skills, and to enhance their ability to deal with their environment. No dividend or pecuniary profits shall inure to the benefit of any member of the Corporation.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

The method of election of directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VIII - INCORPORATOR

The name of its incorporator is Jeffrey A. Kaczmarek, and the street address of the incorporator of the Corporation is 700 Hoffmann Drive, Watertown, WI 53094.

ARTICLE IX - MEMBER

The name of the initial member of the Corporation is Bethesda Lutheran Homes and Services, Inc., a Wisconsin non-stock corporation.

ARTICLE X - INITIAL DIRECTORS

The Corporation shall have at least three (3) directors. The number of directors constituting the Board and the manner in which directors are elected or appointed shall be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors. The names and addresses of the Board of Directors who shall serve until their successors have been elected and qualified, or until their earlier resignation, removal from office or death are as follows:

<u>Name</u>	<u>Address</u>
Evelyn Allensworth	1438 Fernwood Drive, Grafton, ND 58237
John E. Bauer	N55 W15772 Larkspur Lane, Menomonee Falls, WI 53051
Ray L. Borchelt	3662 S. Marlborough Drive, Tucker, GA 30084-8313
Rev. Quinten Buechner	2403 50 th Street, Cumberland, WI 54829
Ralph C. Ganswindt	2445 Coach House Drive, Brookfield, WI 53045
Sara Kamrath	109 Susan Carrol, San Antonio, TX 78216-7134
Rev. Wilfred Karsten	P.O. Box 157, Accident, MD 21520
Sandra Klug	4126 Salem Drive, West, Woodbury, MN 55129
Ed LeFevre	4308 W. Deermeadow Dr., Peoria, IL 61615
John D. Lottman	4802 Post Oak Timber, Houston, TX 77056-2210

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Rev. Daniel P. May	1905 Beck Lane, Lafayette, IN 47905
Helen Mayer	1527 State Route 154, Cutler, IL 62238
Kathleen L. Meckstroth	833 George Street, Belpre, OH 45714-1225
Frederick D. Mundt	775 Wood Court, Zionsville, IN 46077-2029
Judith Preuss	1056 Plainview, Seward, NE 68434
Stanley E. Reinholtz	5026 Bayfield Terrace, Madison, WI 53705-4874
Gerald G. Rixin	3016 Yorkshire Drive, Bay City, MI 48706-9244
Robert G. Riegelman	4601 Pleasant Lane, Racine, WI 53405
Carole A. Schmeda	N34 W23858 Grace Avenue A, Pewaukee, WI 53072
Louis C. Schoenow	527 Sunburst Drive, Frankenmuth, MI 48734
Robert Ulmer	21300 West 106 th Street, Olathe, KS 66061
Rev. Clayton G. Vail	109 Circle Drive, Harrison, OH 45030
K. Allan Voss	3802 South 18th Street, Sheboygan, WI 53081-7112
G. Thomas Yungman	180 Harmony School Road, Hardy, VA 24101
Rev. John C. Zeitler	1007 West Prairie Street, Belle Plaine, MN 56011

ARTICLE XI - POWERS

Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

D. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the areas served by the corporation, notwithstanding any conflicting formal or

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informal understanding or any provision in any instrument that creates or adds a fund or trust to the corporation or evidences any gift, bequest or devise to the corporation or such fund or trust.

E. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

1. In determining whether there is a reasonable return of net income there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust. A "restricted fund" shall mean a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

2. If it appears that there may be grounds for exercising the powers described herein with respect to any fund the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising this power, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Florida. The Board of Directors shall exercise a power described in this Article only upon the vote of a two-thirds majority of the members of the Board of Directors.

ARTICLE XII - TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not attempt to influence legislation or participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

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ARTICLE XIII - ADDITIONAL LIMITATIONS AND REQUIREMENTS

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members, Directors or Officers, but 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 herein. If the Corporation enters into a compensation arrangement with or transfers property to a disqualified person, as defined in the Code, or allows a disqualified person the right to use property or provides any other benefit or privilege to a disqualified person, such arrangements must be reasonable and such transfers must be for fair market value as defined in Section 4958 of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for religious, charitable or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE XV - OFFICERS.

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, an Assistant Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. The election of each officer shall be made by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law.

ARTICLE XVI - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XVII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them. The procedure for amending the Articles of Incorporation shall be as provided in the Bylaws.

ARTICLE XVIII - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each Director and Officer, including former Directors and

Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XIX - COMMENCEMENT OF CORPORATE EXISTENCE.

Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of April, 2001.


Jeffrey A. Kaczmarzski, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Bethesda Lutheran Citrus County Association for Retarded Citizens, Inc.
2. The name and address of the registered agent and office is:

Gregory C. Yadley, Esq.
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Blvd., Suite 2800
Tampa, Florida 33602

SIGNATURE: 

TITLE: Jeffrey A. Kaczmariski, Incorporator

DATE: April 27, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Print Name: Gregory C. Yadley

DATE: April 30, 2001

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