

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

Abilities at St. Andrews Cove, Inc.

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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J. BRYAN DEC - 4 2001

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ABILITIES AT ST. ANDREWS COVE, INC.

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida, and further certify that:

ARTICLE I
NAME

That the name of the Corporation is **ABILITIES AT ST. ANDREWS COVE, INC.** (hereinafter referred to as "the Corporation");

ARTICLE II
DURATION

The existence of the Corporation will be perpetual, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

- (a) The principal office of the Corporation will be located at 2735 Whitney Road, Clearwater, Florida 33758.
- (b) The initial resident agent of the Corporation is William Sandonato, Jr. of Abilities Inc. of Florida, whose post office address is 2735 Whitney Road, Clearwater, Florida 33758.

ARTICLE IV
PURPOSE

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

- (a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing, the Corporation shall have the single purpose to provide handicapped 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 provision, maintenance, and operation thereof on a nonprofit basis.

- (b) In furtherance of this single purpose, the Corporation is formed:
 - (i) To create a private corporation to develop, acquire, or construct a housing project or projects, and to operate the same;

 - (ii) To enable the financing of the development, acquisition or construction of such rental housing with the assistance of mortgage insurance under the national Housing Act;

 - (iii) To enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation, including expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation;

 - (iv) To acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the development, acquisition or construction and operation of such project; and

 - v) To borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

ARTICLE V
POWERS

The Corporation is empowered to exercise the powers permitted non-profit corporations under Chapter 617 and the Florida Statutes including:

- (a) The Corporation shall have the power to do and perform all things whatsoever set out in Section (b)-(i) through (v) of ARTICLE IV " PURPOSES" above, and necessary or incidental to the accomplishment of said purposes.
- (b) The Corporation, specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.
- (c) In the event of any conflict between these Articles of Incorporation and the terms of any Regulatory Agreement executed between the Corporation and the Secretary of Housing and Urban Development, the terms of the Regulatory Agreement will prevail.
- (d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning on Article IV(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such 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) in number, but no more than fifteen (15) directors, who shall be elected by the members of the Corporation at the Annual Meeting. The original directors and the term for which each will serve, are set below:

<u>NAME</u>	<u>TERM</u>
WILLIAM SANDONATO, JR.	Two (2) Years
LORI KREISLE	One (1) Year
KAREN P. LEONARDO	One (1) Year
MIKE NEVILLE	One (1) Year

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of the Board of Directors of ABILITIES INC. OF FLORIDA or nonmembers who have the approval of the Board of Trustees of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of the Board of Directors of ABILITIES INC. OF FLORIDA, or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

ARTICLE VII OFFICERS

The officers of the Corporation, as provided by the By-Laws 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 have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<u>OFFICER</u>	<u>NAME</u>
President	WILLIAM SANDONATO, JR.
Vice President	LORI KREISLE
Secretary/Treasurer	MIKE NEVILLE

ARTICLE VIII BY-LAWS

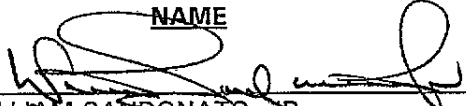

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

**ARTICLE IX
AMENDMENTS**

- (a) 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 By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present. Upon such approval, such an Amendment must also be forwarded to the Secretary of State, State of Florida, and filed and approved by him before the same shall become effective.

- (b) While there is in existence a mortgage insured under the National Housing Act, as amended, or held by the Secretary of Housing and Urban Development neither these Articles of Incorporation nor any Bylaws adopted for the operation of the Corporation will be amended without the advance written approval of the Secretary of Housing and Urban Development or his authorized representative."

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 29th day of November, 2001.

<u>NAME</u>	<u>ADDRESS</u>
 _____ WILLIAM SANDONATO, JR.	1856 Barcelona Drive Dunedin, FL 34698
 _____ MIKE NEVILLE	2735 Whitney Road Clearwater, FL 33758

STATE OF FLORIDA)
COUNTY OF PINELLAS)

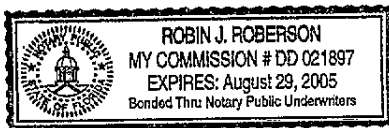
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that WILLIAM SANDONATO, JR. and MIKE NEVILLE, who are personally known to me or who provided _____ as identification, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, in said County and State, this 29th day of November, 2001.

(SEAL)



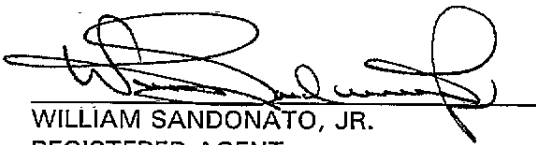
NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE BY DESIGNATED REGISTERED AGENT

ABILITIES AT ST. ANDREWS COVE, INC., having designated WILLIAM SANDONATO, JR. as its Registered Agent at the address located at 2735 Whitney Road, Clearwater, Florida 33760, and WILLIAM SANDONATO, JR., as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 24th day of November, 2001.


WILLIAM SANDONATO, JR.
REGISTERED AGENT

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