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TALLAHASSEE, FLORIDA**

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# CAPITAL CONNECTION, INC.

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

Wesley Haven Villa, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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- ☒ Art of Inc. File \_\_\_\_\_
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- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
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- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
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- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
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- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
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- \_\_\_\_\_ 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 \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

WESLEY HAVEN VILLA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation not for profit under the laws of the State of Florida and do hereby certify:

ARTICLE I

NAME

The name of the corporation shall be WESLEY HAVEN VILLA, INC. (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 1520 Cooper Hill Road, Birmingham, Alabama 35210.

ARTICLE III

PURPOSE OF CORPORATION

This corporation does not contemplate pecuniary gain or profit to the members thereof. The purpose of the Corporation is to provide housing and related services on a not-for-profit basis; to develop, build, operate and manage housing facilities, including without limitation assisted living retirement housing facilities; and to foster retirement housing in general. The Corporation shall be an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. In addition to the foregoing, the Corporation shall have such other purposes and may conduct all such other lawful activity as are permitted to a corporation not for profit organized under Chapter 617 of the Florida Statutes, as amended, but only to the extent that the status which the Corporation may then have as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, is not affected by the inclusion of such other purposes and activities.

#### ARTICLE IV

#### MEMBERSHIP

The initial members of the Corporation are Methodist Home for the Aging Corporation, an Alabama non-profit corporation qualified to do business in Florida, and Sacred Heart Hospital of Pensacola, a Florida not-for-profit corporation. The voting rights of the members, if any, shall be as regulated by the Bylaws of the Corporation. The qualifications for additional members, if any, and the manner of their admission shall be as regulated by the Bylaws of the Corporation.

#### ARTICLE V

#### INITIAL BOARD OF DIRECTORS

The initial board of directors of the Corporation shall be composed of the persons named in this Article V, and such directors shall serve until the election of their successors:

Fayette Dennison  
Pensacola, Florida

Robert Granger  
Pensacola, Florida

Peter Heckathorn  
Pensacola, Florida

Henry Roberts  
Pensacola, Florida

Betty Salter  
Pensacola, Florida

Eva Scott  
Pensacola, Florida

Harry Stump  
Pensacola, Florida

A. Wray Tomlin  
Birmingham, Alabama

## ARTICLE VI

### ELECTION OF DIRECTORS

The directors of the Corporation shall elected or appointed in the manner provided in the Bylaws of the Corporation.

## ARTICLE VII

### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 501 Commendencia Street, Pensacola, Florida 32501, and the mailing address of the initial registered office is Post Office Box 12950, Pensacola, Florida 32591-2950. The name of the initial registered agent of the Corporation is John P. Daniel, whose business address is the same address as the street address of the initial registered office set forth above.

## ARTICLE VIII

### INCORPORATOR

The name and address of the incorporator is:

John P. Daniel  
501 Commendencia Street (32501)  
P. O. Box 12950  
Pensacola, Florida 32591-2950

## ARTICLE IX

### BYLAWS

The initial Bylaws of the Corporation shall be adopted by a majority vote of the initial Board of Directors of the Corporation at the organizational meeting of the Corporation. Thereafter, changes in the Bylaws may be made only in the manner provided in the Bylaws of the Corporation.

ARTICLE X

DURATION

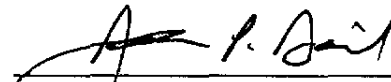
The Corporation shall exist perpetually.

ARTICLE XI

DISSOLUTION

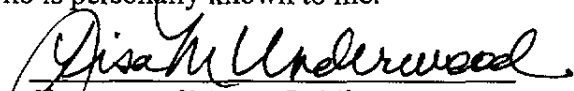
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, in accordance with the Bylaws of the Corporation or, if not disposed of pursuant to the foregoing, shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of upon dissolution of the Corporation shall be disposed of by a court of competent jurisdiction in Escambia County, Florida, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 8<sup>th</sup> day of November, 2002.

  
\_\_\_\_\_  
John P. Daniel,  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of November, 2002, by John P. Daniel, who did not take an oath and who is personally known to me.

  
\_\_\_\_\_  
Signature of Notary Public

(Notary Seal must be affixed)

**LISA M. UNDERWOOD**  
Notary Public-State of FL  
Comm. Exp. July 17 2004  
Comm. No. CC 955396

\_\_\_\_\_  
Name of Notary Printed  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND  
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 and Chapter 617.0501, Florida Statutes, the following is submitted:

Wesley Haven Villa, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its principal office at 1520 Cooper Hill Road, Birmingham, Alabama 35210, has designated John P. Daniel as its registered agent and has designated 501 Commendencia Street, Pensacola, Florida 32501, as its registered office, for accepting service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
JOHN P. DANIEL  
Registered Agent

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