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FLORIDA PROFIT/NON PROFIT CORPORATION
Pathway Homes of Florida, Inc.

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S. GILBERT

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April 15, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

E-FILE

SUBJECT: PATHWAY HOMES OF FLORIDA, INC.
REF: W15000026105

RE-SUBMIT

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6052.

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PATHWAY HOMES OF FLORIDA, INC.
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

NAME

The name of the corporation shall be Pathway Homes of Florida, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 10201 Fairfax Boulevard, Suite 200, Fairfax, Virginia 22030.

ARTICLE III

PURPOSES AND LIMITATIONS

Section 1. Purposes. The purposes for which the Corporation is organized are:

- a. To provide persons with disabilities with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness and longer living, the charges for such facilities and services to be predicated upon the provisions, maintenance and operation thereof on a nonprofit basis, where no adequate housing exists for such groups, pursuant to section 231 of The National Housing Act, as amended, to provide long-term supportive living arrangements for people of all ages who, for various reasons, need such help to function in our society and community;
- b. To provide persons as described above with assistance in developing

independent living skills by a competent, retained staff;

c. To accept, receive and manage all property, income and monies to be raised or contributed to the Corporation in furtherance of the foregoing purposes from other persons and entities with similar interests, and to that end to take and hold, by bequest, devise, gift, purchase or lease, for such purposes, or any of them, any property, real, personal or mixed, to sell, convey and dispose of any such property, and to invest and reinvest the principal thereof and to invest and expend the income therefrom for the purposes specified herein.

d. To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including the execution of a regulatory agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 207 pursuant to Section 223(f) of the National Housing Act.

e. To conduct and engage in other activities not prohibited by law, not required to be specifically stated in these Articles of Incorporation and not inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal income tax code (the "Code").

Section 2. Charitable Purposes. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations described in Section 501(c)(3) of the Code.

Section 3. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to its directors, officers, or other private persons, except that 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.

Section 4. Restriction on Activities. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not engage in, carry on or conduct any activities not

permitted to be engaged in, carried on, or conducted by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5. Restrictions on Lobbying. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Section 6. Income Tax Provisions. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (a) engage in any act of dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 (d) of the Code.

Section 7. "Charity" Defined. Where used herein, the term "charity" or "charities" shall refer only to those entities described in Section 501(c)(3) of the Code.

ARTICLE IV

INCORPORATOR

The name and street address of the incorporator signing these Articles is:

| <u>Name</u> | <u>Street Address</u> |
|--|--|
| Sylisa Lambert-Woodward, EdD, LCSW, LSATP, MAC | 10201 Fairfax Blvd, Ste 200 Fairfax, VA 22030 |

ARTICLE V

MEMBERS

The Corporation shall have no members.

ARTICLE VI

DIRECTORS

Section 1. Number and Qualifications. The minimum number of directors of the Corporation shall be three (3), and the maximum number and qualifications shall be set forth in the by-laws of the Corporation.

Section 2. Term and Election. Directors of the Corporation shall be elected for three year terms as provided in the by-laws, with such limitations on the number of successive terms as may be provided in the by-laws. Vacancies in or additions to the Board of Directors shall be filled from time to time by the remaining Directors. The terms of the directors shall be staggered, so that approximately one-third of the directors' terms will expire in each year.

Section 3. Powers. The Board of Directors shall manage and govern the affairs of the Corporation and shall have all rights and powers of directors under applicable laws of the State of Florida including the power to adopt and amend By-Laws of the Corporation and these Articles of Incorporation.

Section 4. Directors. The directors of the Corporation and their respective addresses as of this Amended and Restated Articles of Incorporation shall be: [The Corporation is not required to provide the officer position of the directors.]

Daniel L. Gray, Esq., Chairperson
10201 Fairfax Blvd., Suite 520
Fairfax, VA 22030

Jennifer McKenzie, Vice-Chairperson/Secretary / Treasurer
3722 Prince William Drive
Fairfax, VA 22031

Susan Zywokarte
11569 North Shore Drive, Apt. 11
Reston, VA 22090

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The post office address of the registered office is 1200 South Pine Island Road Plantation, Florida 33324. The name of the County in which the registered office is located is the County of Broward, Florida. The name of the registered agent is C T Corporation System, whose address is 1200 South Pine Island Road Plantation, Florida 33324.

ARTICLE VIII

DISSOLUTION

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE IX

LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability of Trustees, Officers, Employees, Agents, Committee Members and Volunteers. In any proceeding brought by or in the right of the Corporation, the liability of and damages assessed against a director, trustee, officer, employee, agent, committee member, or volunteer of the Corporation arising out of or resulting from a single transaction, occurrence or course of conduct shall be limited and shall not exceed the lesser of (i) the amount of cash compensation, if any, paid to such person by the Corporation during the preceding twelve (12) months, or (ii) the sum of One Hundred Dollars (\$100.00). In addition, so long as the Corporation is exempt from income taxes under §501(c) of the Internal Revenue Code, as amended, in any proceeding against a director, trustee, officer, employee, agent, committee member, or volunteer of the Corporation, the damages assessed arising out of any single transaction, occurrence or course of conduct shall not exceed the compensation (even if such compensation is zero) received by such person from the Corporation during the twelve months immediately preceding the act or omission for which liability was imposed. However, the liability of such a person shall not be limited as provided herein if such person engaged in willful misconduct or a knowing violation of the criminal law.

Section 2. Indemnification of Trustees, Officers, Employees, Agents, Committee Members, and Volunteers. The Corporation shall indemnify each director, trustee, officer, employee, agent, committee member, and volunteer against liabilities, including judgments, awards, fines, amounts paid in settlement and reasonable attorney's fees, costs and other expenses

and liabilities, incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitrate or investigative (any of which is hereinafter referred to as a "proceeding") to which he or she may be made a party by reason of being or having been a director, trustee, officer, employee, agent, committee member, or volunteer of the Corporation if: (i) he or she conducted himself or herself in good faith; (ii) he or she believed, in his or her official capacity with the Corporation, that his or her conduct was in the best interests of the Corporation or was not opposed to the best interests of the Corporation; and (iii) he or she had no reasonable cause to believe, in the case of any criminal proceeding, that his or her conduct was unlawful.

Section 3. Determination. Except as specifically otherwise provided herein, the termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth above or that the conduct of such individual constituted a knowing violation of a criminal law. Unless ordered by a court of competent jurisdiction, any indemnification hereunder shall be made by the Corporation upon a determination that indemnification of the individual is permissible in the circumstances because he or she met the standard of conduct set forth herein and the conduct of the individual did not constitute a knowing violation of criminal law.

Section 4. Method of Determination. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such proceeding; or (b) if such quorum cannot be obtained, by majority vote of a committee, consisting of two or more Directors not at the time parties to the proceeding, designated by the Board (in which designation Directors who are parties to the proceeding may participate); or (c) by

special legal counsel selected by the Board members who are not parties to the proceeding, or its committee designated in the manner heretofore provided for, or, if such a quorum of the Board cannot be obtained and such a committee cannot be designated, special legal counsel selected by a majority of the Board members (in which selection Directors who are parties to the proceeding may participate). The Board, in making any such determination or referring any such determination to special legal counsel, must act with reasonable promptness when indemnification is sought by any director, trustee, officer, employee, agent, committee member, or volunteer.

Section 5. Advance for Expenses. The Corporation shall advance to or on behalf of a director, trustee, officer, employee, agent, committee member, or volunteer, any expenses incurred in defending any proceeding in advance of the final disposition of such proceeding, if authorized in the manner set forth in Section 3 of this Article, upon receipt of both of the following: (a) a written statement that such person in good faith believes that his or her conduct permits indemnification hereunder, and (b) a written agreement that in the event it is ultimately determined that such person is not entitled to indemnification under this Article, he or she will repay any amount advanced by the Corporation.

Section 6. Provisions not Exclusive. As authorized by the Florida Not For Profit Corporation Act, the provisions of this Article IX are in addition to and not in limitation of the specific powers of a corporation not for profit to indemnify directors, trustees, officers, employees, agents, committee members, and volunteers set forth therein. If any provision of this bylaw shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the Florida Not For Profit Corporation Act or


other laws of the State of Florida.

Section 7. References Inclusive. Every reference in this Article to a director, trustee, officer, employee, agent, committee member, or volunteer of the Corporation shall include every director, trustee, officer, employee, agent, committee member, or volunteer or former director, trustee, officer, employee, agent, committee member, or volunteer of (i) the Corporation, (ii) any predecessor corporation, (iii) any corporation which shall have been merged into or consolidated with the Corporation, and/or (iv) any "sister" corporation formed for the same or similar purposes as the Corporation and governed by the same members of the Board of Directors of the Corporation (whether all or some), including but not limited to Pathway Homes, Inc., Pathway Recovery, Inc., Pathways Living, Inc., Pathway Visions, Inc., and Pathway Options, Inc.; and every person who may have served at the request of the Corporation as a director, trustee, officer, employee, agent, committee member, or volunteer or in a similar capacity of another corporation, partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such person.

Section 8. Special Provisions. Expenses of an individual in pursuing court-ordered indemnification or advancement of expenses under this provision shall also be treated as an indemnified expense, if such individual prevails. An individual may seek *de novo* judicial review of any denial of indemnification or advancement of expenses by the Corporation or by a court. There shall be no presumption of correctness of the result arising from the following of proper procedures by the Board, a committee, or special counsel. Special counsel shall be counsel which does not represent, and has not represented for at least 10 years, either the Corporation, any of its directors or officers, or the individual seeking indemnification or advancement of expenses, and there shall be a

4/15/2015 4:00:24 PM From: To: 8506176381(12/13)

written engagement agreement in which special counsel acknowledges that the interests of the Corporation and individual seeking indemnification or advancement of expenses shall be treated as equal, irrespective of the source of payment of the fees of special counsel.



Sybil Lambert-Woodard, EdD, LCSW, LSATP, MAC, Incorporator

April 10, 2015

4/15/2015 4:00:24 PM From: To: 8506176381(13/13)

DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name and the Florida street address of the registered agent and office are:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

Having been named as registered agent and to accept service of process at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

CT Corporation System

Nicole Chouinard

By: Nicole Chouinard, Asst Secretary