

09/10/2004

1:54

CORP DIRECT - 2700341

NO. 177

781

N 04 000008781

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000183288 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

CLERK OF STATE
TALLAHASSEE, FLORIDA

04 SEP 10 AM 9:45

FILED

0177.29818

FLORIDA NON-PROFIT CORPORATION

SHADY REST FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

09-134

H04000183288 3

**ARTICLES OF INCORPORATION
OF
SHADY REST FOUNDATION, INC.**

A Florida Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation (hereinafter called "Corporation") is Shady Rest Foundation, Inc., and its initial principal office is located at 2310 North Airport Road, Fort Myers, Florida 33907.

ARTICLE II
DURATION

The term of this Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

ARTICLE III
PURPOSE AND POWERS

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). By way of explanation and not of limitation, the purposes for which the Corporation is organized are to establish, support, raise charitable funds, and lease facilities for the conduct of a charitable skilled nursing facility and to otherwise support the charitable mission of Shady Rest Care Pavilion, Inc., and in general to exercise any, all and every power for which a non-profit organization under the Florida Not For Profit Corporation Act can be authorized to exercise. The Corporation is organized and shall be operated exclusively for the benefit of and to further the exempt purposes of Shady Rest Care Pavilion, Inc., an organization described in Section 501(c)(3) of the Code and a public charity within the meaning of sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) of the Code.

ARTICLE IV
REGISTERED AGENT

The initial registered office is located at 2310 North Airport Road, Fort Myers, Florida 33907, and Weston Edwards, of such address is the initial registered agent.

FILED
04 SEP 10 AM 9:45
CLERK OF
COURT
TAMMISSEE, FLORIDA

H04000183288 3

ARTICLE V LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 in the Third Article hereof. No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine; provided, however, if at the time of such dissolution Shady Rest Care Pavilion, Inc., is an organization described in Section 501(c)(3) of the Code and a public charity within the meaning of sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) of the Code such assets shall be disposed of exclusively to Shady Rest Care Pavilion, Inc. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determined, which are organized and operate exclusively for such purposes.

ARTICLE VII DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation. The initial Directors of the Corporation are the following:

Joseph E. Barbee
1936 Grace Avenue
Fort Myers, FL 33901

Anne Dalton
2044 Bayside Parkway
Fort Myers, FL 33901

H04000183288 3

Thomas J. Dalton
2040 Bayside Parkway
Fort Myers, FL 33901

Robert L. Murray
6202F Presidential Court
Fort Myers, FL 33919

Dee Mason
20990 Rovers Ford
Estero, FL 33928

Reina L. Schlager
8695 College Parkway
Suite 205
Fort Myers, FL 33919

ARTICLE VIII
INCORPORATOR

The name and address, including street and number of the incorporator is as follows:

Anne Dalton, Esq.
2044 Bayside Parkway
Fort Myers, FL 33917

IN WITNESS WHEREOF, the incorporator of this corporation, has executed these
Articles of Incorporation on this 7 day of September, 2004.


Anne Dalton

09/10/2004

14:54

CORPDIRECT → 2050381

NO.177

005

H04000183288 3

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of Shady Rest Foundation, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Weston Edwards

Dated: September 7, 2004

04 SEP 10 AM 9:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED