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Requester's Name

Address

JIM "BUDDY" DAVENPORT, Agent

1708 State Road 44, K-Mart Plaza  
New Smyrna Beach, Florida 32168  
Off. (904) 427-5237

line #

100003124111--9

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

Office e Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known)**

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

FILED  
00 FEB 25 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN

Examiner's Initials

FEB 28 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 10, 2000

JIM "BUDDY" DAVENPORT  
1708 STATE ROAD 44, K-MART PLAZA  
NEW SMYRNA BEACH, FL 32168

SUBJECT: CAPITOL VIEW, INC.  
Ref. Number: W00000003598

We have received your document for CAPITOL VIEW, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Bylaws are not filed with this office. Please retain them for your records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 200A00006922

Non-Profit

Non-Profit

ARTICLES OF INCORPORATION  
OF  
CAPITOL VIEW, INC.

FILED  
00 FEB 25 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

Corporate Name

The name of this Corporation is Capitol View, Inc. The principal address and mailing address for this corporation will be 1708 State Road 44, New Smyrna Beach, Florida 32168.

ARTICLE II

Corporate Nature

This is a non-profit organization, organized solely for general educational, religious or charitable purposes pursuant to Florida Corporation Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the Corporation is perpetual.

ARTICLE IV

Membership

The Corporation shall have no members.

## ARTICLE V

### General and specific purposes

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) To provide elderly persons and 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 non-profit basis.
- (b) Said Corporation is organized exclusively for charitable, religious, education and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501( c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- (c) Notwithstanding any other provision 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 Sections 501( c)(3) of the Internal Revenue Code of 1954 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 1954 or any other corresponding provision of any future United States Internal Revenue law.
- (d) In the event of a dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501( c)(3) and 170( c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local Government for exclusive public purpose.

## ARTICLE VI

### Corporate Powers

The Corporation is empowered:

- (a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.
- (d) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

## ARTICLE VII

### Management of Corporate Affairs

The affairs of the Corporation and business dealings of the Corporation will be managed and directed by the Board of Directors and such officers or committee chairmen as the Board of Directors may from time to time appoint. The directors and such officers as the directors shall require or the officers as the Bylaws shall require, shall be elected at the annual meeting of the Corporation.

The first officers of the Corporations, who shall serve until the first annual meeting of the Corporation, are as follows:

<u>OFFICE</u>	<u>NAME</u>
President	James R. Davenport
Vice President	Susan K. Walker
Secretary-Treasurer	Susan A. Bryan

The number of directors of the Corporation shall be no more than fifteen (15) nor less than three (3), and shall be elected by the Directors of the Corporation. No non-member of the Corporation may sit as a director. The original directors and the term for which each will serve are set forth below.

<u>DIRECTORS</u>	<u>TERM</u>
James R. Davenport	1 year
Susan K. Walker	1 year
Susan A. Bryan	1 year

The officers of the Corporation, as provided by the Bylaws 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 (1) year. The secretary and treasurer may be the same person, and need not be a director of the Corporation.

The annual meeting shall be held on the second Monday in May of each year.

#### ARTICLE VIII

##### Bylaws

Bylaws of the Corporation may be adopted by the directors at any regular 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 V hereof. Bylaws shall be enacted, altered, or modified or rescinded by a two-thirds affirmative vote of the directors present at such meeting, provided that a quorum is present.

#### ARTICLE IX

##### Amendments

Except as otherwise required by law, these Bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least seven (7) days prior to such meeting. Such amendment shall require an affirmative vote of a majority of the directors of the Board of Directors in office at the time the amendment is adopted.

## ARTICLE X

### Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of every year, except that the first fiscal year of the Corporation shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 2. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or any Vice President or the Secretary.

Section 3. Liability of Officers and Directors. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, if such person exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs.

Section 4. Indemnification of Officers and Directors. The Corporation shall indemnify to the fullest extent permitted by law any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suite, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suite or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall



be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of directors, or otherwise. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation, against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Laws of the State of Florida.

## ARTICLE XI

### Disbursement

Section 1. Compensation. Each Director, in consideration of his service as such, shall be entitled to receive from the Corporation such fees for attendance at directors' meetings, as the Board may from time to time determine, together with reimbursement for the reasonable expenses incurred by him in connection with the performance of his duties. Nothing contained in this section shall require that the Board determine and establish any compensation for directors, and if none is established, the directors shall serve without compensation. Nothing in this section shall preclude any director from serving the Corporation in any other capacity and receiving proper compensation therefore.

Section 2. Distribution and Disbursements. Subject to the restrictions imposed by Section 501( c)(3), the Board of Directors shall determine all distributions to be made from net income and capital of the Corporation in the furtherance of the charitable purposed and functions of the Corporation. Such distributions will be made to persons, organizations, governments, or governmental agencies, as in the opinion of the Board of Directors, can best carry out such charitable functions. All determinations shall be made by the affirmative vote of a majority of directors present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in the by-laws.

Section 3. Distribution of Assets Upon Dissolution. 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 of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501( c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, so long as the distributions are not inconsistent with applicable State law and Section 501( c)(3) of the Internal Revenue Code.

#### ARTICLE XII

##### Subscribers

The names and residence address of the subscribers of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
James R. Davenport, President	106 Grandview Drive New Smyrna Beach, FL 32168
Susan K. Walker, Vice President	7750 Roswell Road, #10-D Atlanta, GA 30350
Susan A. Bryan, Secretary/Treasurer	1806 Willow Oak Drive Edgewater, FL 32132

#### ARTICLE VIII

##### Registered Agent and Office

The initial address of the Corporation's registered office shall be 1708 State Road 44, New Smyrna Beach, Florida 32168, and the name of its registered agent at said address shall be James R. Davenport.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

James R. Davenport  
Registered Agent

We, the undersigned, being the subscribers and incorporators of this Corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 22 day of FEB, 2000.

James R. Davenport  
Subscriber

Sue E. Bryan  
Subscriber

Subscriber

James R. Davenport  
Registered Agent

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me, the undersigned authority personally appeared

JAMES R. DAVENPORT, SUSAN BRYAN,  
\_\_\_\_\_, and \_\_\_\_\_,

to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to an before me that they executed such instrument.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 22 day of February, 2000.

Joyce S. Hanson  
Notary Public, State of Florida  
At Large

My Commission Expires:

