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Page 1 of 2 001

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FLORIDA NON-PROFIT CORPORATION

The Gardens of Mount Carmel, Inc.

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**ARTICLES OF INCORPORATION
OF
THE GARDENS OF MOUNT CARMEL, INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME, TERM, PRINCIPAL OFFICE & REGISTERED AGENT**

- (a) The name of this corporation shall be:

THE GARDENS OF MOUNT CARMEL, INC.

referred to as the "Corporation."

- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

- (c) The principal office and mailing address of the Corporation will be located at 5846 Mt. Carmel Terrace, Jacksonville, Florida 32216. The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors.

- (d) The resident agent of the Corporation is Susan C. McDonald, Esq., whose office address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

**ARTICLE II
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) 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 purposes, the Corporation shall have the power to provide elderly 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) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part

of the activities of the Corporation shall consist of 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 other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation 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 (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III

POWERS OF THE CORPORATION

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 II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(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 purpose 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 capital advances and project rental assistance under Section 202 of the Housing Act of 1959, as amended. 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. Moreover, in the event of any conflict between the terms of such Regulatory Agreement and these Articles of Incorporation, the terms of such Regulatory Agreement shall prevail.

(d) In the event of the dissolution of the Corporation, the residual assets of the Corporation will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code; however, in no event shall the assets of the Corporation be distributed to an organization created for religious purposes. Provided, however, that the Corporation shall at all times so long as a mortgage on the Corporation's property is held or insured by the Secretary of Housing and Urban Development have the power to convey its property to the Secretary of Housing and Urban Development or his nominee, for exclusively public purposes.

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ARTICLE IV
MEMBERS

(a) Membership in the Corporation shall, at all times, be limited ex officio to individuals who are directors of Mount Carmel Gardens Inc., a Florida not for profit corporation. If a member of the Corporation ceases to be a member of the Board of Directors of Mount Carmel Gardens Inc, he shall automatically cease to be a member of this Corporation.

(b) The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by the Bylaws.

(c) The annual meeting of the members shall be held on March 15 of each year.

ARTICLE V
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The number of directors of the Corporation shall be fifteen (15), and shall be elected by the members of the Corporation.

(c) The directors shall serve without compensation.

(d) The names and addresses of the initial directors of the Corporation are:

1. JACK COLEMAN, 1436 Swan Lane, Jacksonville, Florida 32207
2. BRIAN BENWICK, 11628 Lois Cross Drive, Jacksonville, Florida 32258
3. DEBBI CARTER, 803 Wood Hill Drive, Jacksonville, Florida 32256
4. BEN LEWIS, 11550 Hidden Harbor, Jacksonville, Florida 32223
5. GERALD LEVIN, 2132 LaVaca Road, Jacksonville, Florida 32217
6. LOUISE AXELBERG, 3853 Oldfield Trail, Jacksonville, Florida 32223
7. ARDENE HALPERN, 923 S. Granada Boulevard, Jacksonville, Florida 32207
8. RUTH SLUTZAH, 4009 Ponce de Leon Avenue, Jacksonville, Florida 32217
9. DAVID THOMY, 3655 S. Cathedral Oaks Place, Jacksonville, Florida 32217

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10. JIM O'STEEN, 9975 Arnold Road, Jacksonville, Florida 32246
11. GEORGE THORNTON, 8748 Brier Wood Road, Jacksonville, Florida 32217
12. TERRIPOSTOR-TAYLOR, 8500 Blanding Boulevard, Jacksonville, Florida 32244
13. DOLORES DWORETSKY, 5846 Mt. Carmel Terrace, Apartment 1003, Jacksonville, Florida 32216
14. FRANCIS L. "LEN" LOVING, 1300 Riverplace Boulevard, Suite 640, Jacksonville, Florida 32207
15. NATHAN FRANZBLAU, 12932 Fernbank Lane, Jacksonville, Florida 32223

(e) The directors of the Corporation shall, at all times, be members of the Corporation. No non-member of the Corporation may sit as a director. In the event that a director ceases to be a member of the Corporation, then such shall constitute automatic resignation as a director of the Corporation. To the extent practicable, the directors shall be persons representing a wide variety of housing and community development interests and need not be residents of the State. The term of the directors shall expire when their successors have been elected and have been duly qualified. The term of office of each director shall be three (3) years.

(f) The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in a 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 one and the same person. The annual meeting of the Board of Directors shall be held on March 15 of each year.

(g) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(h) Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such action may be taken by means of a telephone conference call at which all directors can hear one another and participate.

ARTICLE VI

BYLAWS

Bylaws 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 II hereof.

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ARTICLE VII

SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation are: Susan C. McDonald, Esq., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE VIII

AMENDMENT OF ARTICLES

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

Signed by the subscriber this 8th day of March, 2000.

Person C McDonald

Susan C. McDonald, Esq.
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

THE GARDENS OF MOUNT CARMEL, INC.
2. The name and address of the registered agent and office are:

Susan C. McDonald, Esq.
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: MARCH 8, 2000


Susan C. McDonald

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TALLAHASSEE, FLORIDA

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