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

1. Grandma's House For Seniors
(Corporation Name) (Document #)

2. Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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JUN 28 PM 12:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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NEW FILINGS

- ☒ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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T.SMITH JUN 28 2000

Examiner's Initials

ARTICLES OF INCORPORATION

OF

GRANDMA'S HOUSE FOR SENIORS, INC.
(A not for profit corporation)

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00 JUN 28 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a not for profit corporation under Florida Statutes, Chapter 617, the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

FIRST: The name of this corporation shall be GRANDMA'S HOUSE FOR SENIORS, INC.

SECOND: The location of the principal office and mailing address of this corporation shall be 3827 Valencia Grove Lane, Orlando, Florida 32817.

THIRD: The corporation shall become effective immediately, and the duration of the corporation shall be perpetual.

FOURTH: The Corporation is formed exclusively for charitable, educational, scientific or religious purposes. GRANDMA'S HOUSE FOR SENIORS has been operating as an Adult Family Care Home under the supervision of the incorporator since 1996. It is the intent and desire of the undersigned incorporator to continue this mission as a separate legal entity. The corporation shall perform all services necessary to operate a Adult Family Care Home, and perform all activities permitted corporations under the laws of this State, to the extent activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for charitable, religious, educational, and scientific purposes to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

FIFTH: — Solely in furtherance of the purposes of the Corporation, the Corporation shall have all the powers permitted not-for-profit, nonstock corporations under the laws of this State, to the extent such powers are permitted to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (of the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are

deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and to the extent such powers are not inconsistent with the Corporation's non-private foundation status under Section 509(a) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

SIXTH: Except as otherwise required by law or these Articles of Incorporation, all right, power, and authority of the Corporation shall be vested in, and all the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, and no action of the Corporation may be taken without the approval of the Board of Directors, unless the right of such approval has been delegated in the manner prescribed by the approved By-laws. The Corporation shall have between three (3) and thirteen (13) Directors, as determined by the By-laws of the Corporation. The initial Board of Directors, named below, shall serve as directors until the first Annual Meeting of the Board of Directors. Thereafter, the Board of Directors shall be elected annually at the official Annual Meeting of the Board of Directors, and shall serve for a period of at least one (1) year or until the election of a successor, or until such time as the director resigns, or until the director is removed from office. If the Board of Directors deems it necessary, it can provide for staggered terms for directors in the By-laws of the Corporation. The Chairman of the Board of Directors shall be elected by the Directors at their first meeting.

The initial Board of Directors are as follows:

Evelyn Kitchings
3827 Valencia Grove Lane
Orlando, Florida 32817

Gary Kitchings
432 Oslo Drive
Deltona, Florida

Gabriel VanSlette
3827 Valencia Grove Lane
Orlando, Florida 32817

Robert E. Kitchings
3827 Valencia Grove Lane
Orlando, Florida 32817

Dr. Ed Barker
430 Lake Howell Road
Maitland, Florida 32751

SEVENTH: The officers of this Corporation shall be a President, a Secretary and a Treasurer and such other officers as may be provided for in the By-laws. The powers of the officers shall be provided for in the By-laws of the corporation. The officers shall be elected annually at the official Annual Meeting of the Board of Directors of the Corporation, and shall serve for a period of one (1) year or until the election of a successor, or until such time as the officer resigns, or until recalled as provided for in the By-laws.

EIGHTH: The Corporation is not authorized to issue capital stock, and shall not be operated for profit at any time during its existence.

NINTH: The address of the registered office of the Corporation in this State is 3827 Valencia Grove Lane, Orlando, Florida 32817. The name of the registered agent of the Corporation at that address is Evelyn Kitchings, who is a citizen and resident of this State.

TENTH: The following provisions are hereby adopted for defining, limiting and regulating the powers of the Corporation and of the Directors.

(1) No part of the net earnings of the Corporation shall inure to the private or individual benefit of, or be distributable to, its Directors, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions, or donations in furtherance of the purposes set forth in Article FOURTH 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 distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) 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, distribute any assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such corporate assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall have the power to indemnify its Directors and officers to the full extent permitted by law, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with any applicable statutory standards; and upon authorization of the Board of Directors, the Corporation may indemnify other employees or agents to the same extent; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(5) The Corporation retains the right to further amend its corporate purposes from time to time so that it may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2)

and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributing to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

ELEVENTH: Subject to the requirements of law, these Articles may be amended solely by a majority vote at a meeting of the Board of Directors then in office. By-laws for the conduct of business and affairs and the carrying out of the purposes of this corporation may be made, amended, altered, or rescinded by a majority vote of the Board of Directors at any regular or special meeting of said Board.

THE UNDERSIGNED has executed these articles of incorporation at Oviedo, Florida, on the 27th day of June, 2000.


Evelyn Kitchings
Incorporator

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 GRANDMA'S HOUSE FOR SENIORS, Inc.
2. The name and address of the registered agent is:

Evelyn Kitchings
3827 Valencia Grove Lane
Orlando, Florida 32817

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.

SIGNATURE 

DATE:

06-27-2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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