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July 11, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-07/13/00--01064--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Suncoast Manor Foundation, Inc.

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$78.75 in payment of the following charges:

1.	Fee for filing Articles of Incorporation	\$35.00
2.	Fee for obtaining certified copy of Articles of Incorporation	8.75
3.	Filing a certificate designating Registered Agent	<u>35.00</u>
		\$ 78.75

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed.

Yours truly,

*Randy K. Stern*  
Randy K. Sterns

RKS/dp  
Enclosures

cc: Suncoast Manor Foundation, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNCOAST MANOR FOUNDATION, INC.,  
(A Florida Corporation Not for Profit)

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

ARTICLE I  
NAME

The name of the corporation shall be SUNCOAST MANOR FOUNDATION, INC. Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be 6909 Ninth Street, St. Petersburg, Florida 33705.

ARTICLE II  
ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 220 S. Franklin Street, Tampa, Florida 33602 and the name of the Registered Agent of this Corporation at that address Randy K. Sterns.

ARTICLE III  
PURPOSE

The corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) and 509(a)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and shall be operated exclusively for the following exempt purposes:

(a) to perform the functions of, or to carry out the purposes of one or more specified organizations described in Section 509(a)(1) or (2) of the Code;

(b) to support, assist in performing the functions of, and enable the Suncoast Episcopal Community, Inc., d/b/a Suncoast Manor to perform the purposes set forth in its Articles of Incorporation;

(c) to support organizations that provide suitable dwelling places for retired and aged persons so that said persons may enjoy the benefits of community, Christian living; and housing facilities and services specially designed to meet the physical, social and psychological needs of the aged; and to contribute to their health, security, happiness, and usefulness in longer living;

(d) to support organizations that sponsor, construct, manage, and/or operate, as required, other retirement communities, Suncoast Manor housing projects, services, and homes for the aging, institutions, boarding homes, and family counseling, medical clinics, hospitals, and convalescent homes, and any other similar activities that are a continued witness to the basic concern of Christianity for the welfare of people regardless of race, color, sex, or creed and of the broad social concerns and commitments of the Christian Religion expressed through social education and social action;

(e) to cooperate and comply with such of the Canons, rules, and regulations promulgated by the Protestant Episcopal Church in the United States of America, and as more particularly defined, by the regulations thereof by the Bishop of the Diocese of Southwest Florida of the Protestant Episcopal Church of the United States of America;

(f) to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Corporation; to secure the same by mortgage, pledge or other lien, all to be in accordance with the Canons, rules, and regulations of the Protestant Episcopal Church, as described in paragraph (e) above;

(g) to act as trustee under any trust or endowment incidental to the principal objects of the Corporation, and in connection therewith to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation;

(h) to operate exclusively as an organization which qualifies under Section 509(a)(3) of the Code. No part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(i) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

(j) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

(k) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board

of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 509(a)(3) of the Code.

ARTICLE IV  
MEMBERSHIP

The Corporation shall have one class of members only, which shall consist of one member designated as the "Corporate Member." The Corporate Member shall be the corporation organized and presently existing pursuant to the laws of the State of Florida under the name St. Petersburg Episcopal Community, Inc., d/b/a Suncoast Manor and any successor to such corporation resulting by sale of assets, merger, consolidation or change of name. If at any time St. Petersburg Episcopal Community, Inc., d/b/a Suncoast Manor shall cease to exist under circumstances where there is no successor corporation, thereby creating a vacancy in the position of Corporate Member, the Board may elect a new Corporate Member; provided, however, that such entity qualifies as a publicly supported charity, as defined in Section 509(a)(1) or (2) of the Code.

ARTICLE V  
OFFICIAL BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

Daniel E. Plonka 5910 - 4 <sup>th</sup> Street, South St. Petersburg, FL 33705	President
Cynthia E. Orozco P.O. Box 293 St. Petersburg, FL 33781	Vice President
Vicki Kane 300 First Avenue South Suite 200 St. Petersburg, FL 33701	Treasurer

#### ARTICLE VI AMENDMENTS

The Articles of Incorporation and Bylaws of this Corporation may be amended, altered or rescinded at any regular meeting or a special meeting of the membership of the Board of Directors by a majority vote of the board membership present.

#### ARTICLE VII BYLAWS

Subject to any limitations set forth in the Florida Corporations Not For Profit laws, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

#### ARTICLE VIII TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

#### ARTICLE IX DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3), 509(a)(1) or (2), and 170(c)(2) of the Code, or corresponding sections of the Internal Revenue Code, or to the Federal, State or Local government for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) and 509(a)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Code."

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 30TH day of June, 2000.

*Bernard P. Schneider*  
Bernard P. Schneider  
BERNARD P. SCHNEIDER


STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 30TH day of JUNE, 2000, by DANIEL E. PLONKA, who is personally known to me or who produced BERNARD P. SCHNEIDER as identification.

NOTARY PUBLIC, State of Florida at Large

Sign: *Michael J. Keefer*  
Print: MICHAEL J. KEEFER

My Commission Expires:

 Michael J Keefer  
My Commission CC650247  
Expires May 26, 2001

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Suncoast Manor Foundation, Inc., desiring to organize under the laws of the State of Florida, hereby designate Randy K. Sterns, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, FL 33602, the business office of its Registered Agent, as its Registered Office.

SUNCOAST MANOR FOUNDATION, INC.

By DANIEL E. PLONKA  
Daniel E. Plonka, Incorporator

By BERNARD P. SCHNEIDER  
Bernard P. Schneider, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Randy K. Sterns  
Randy K. Sterns, Esquire

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FILED  
00 JUL 13 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA