

# N000000006312

TRANSMITTAL LETTER

FILED

00 SEP 20 PM 3: 59

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Tender Loving Care Homes Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

00000333780---0  
-09/20/00 --01087- -006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Elizabeth Morgan-Swan  
Name (Printed or typed)

24246 Harborview Rd  
Address

Charlotte Harbor, FL 33980  
City, State & Zip

941-627-5755  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Rit 9/21/00

**ARTICLES OF INCORPORATION**  
**OF**  
**TENDER LOVING CARE HOMES INC.**

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00 SEP 20 PM 3:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, being of legal age, does hereby subscribe for the purpose of forming and organizing a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and hereby adopts the following Articles of Incorporation covering the existence and organization of this corporation.

**ARTICLE I NAME**

The name of this corporation shall be Tender Loving Care Homes Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 24246 Harborview Rd. Charlotte Harbor, Florida 33980.

**ARTICLE III NONSTOCK ORGANIZATION**

The not for profit corporation shall be upon a non-stock basis and qualification for membership and the manner of admission shall be as regulated by the bylaws.

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Elizabeth V. Morgan, 24246 Harborview Road, Charlotte Harbor, Florida 33980.

#### ARTICLE V INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is Elizabeth V. Morgan, 24246 Harborview Road, Charlotte Harbor, Florida 33980.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three directors, and the names and addresses of the first directors of this corporation shall be Elizabeth V. Morgan, 24246 Harborview Road, Charlotte Harbor, Florida 33980, Mary Hicks, 7357 Swinton Ave, Port Charlotte, Fl. 33981, David Bonnaci, 3495 Drance St. Charlotte Harbor, Fl. 33980.

#### ARTICLE VII BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors, the number of which will be determined by the initial board of directors as stated in the bylaws of the corporation. Any additional board members will be elected by majority vote of the board at its annual meeting. The Board of Directors shall elect the officers of the corporation, which shall consist of a President, a Vice President, and a Secretary/Treasurer, and such additional officers as the Directors may provide for. The Board of Directors may elect an executive committee and may delegate to it, as well as to the officers of the corporation, such powers as they deem advisable. All such officers shall have such tenure of office, powers and duties as may be prescribed by the bylaws or the Board of Directors, by appropriate resolution.

## ARTICLE VIII PURPOSE

The purpose for which this corporation is organized is to provide long term residential care to mentally and physically handicapped adults through a group home setting. Additional Group homes may be added as needed.

There are no provisions in these Articles which limit in any manner the corporate powers authorized under this act, except that should this organization seek and obtain tax exempt status, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 301(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

## ARTICLE IX ACTIONS WITHOUT MEETINGS

The Board of Directors may take any action that could be taken at a meeting, without a meeting, provided written consent(s) describing the action(s) taken are signed by each director or committee member, as provided for in the Florida Not For Profit Corporation Act.

## ARTICLE X INDEMNIFICATION

This corporation shall indemnify and save its officers and directors of and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which any liability shall be alleged or imposed upon any of the corporation's officers or directors, from any act done by any such officers or directors in behalf of the corporation; and the corporation further shall pay all costs, legal expenses, and any

other charges that said officers or directors may incur in the defense of any claim, suit, or action that may be instituted against said officer or Director in his or her individual capacity, it being the purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf, to the maximum extent indemnification is permitted under the Florida Not For Profit Corporation Act.

#### ARTICLE XI BYLAWS

The original bylaws of this corporation shall be made, prepared and adopted by the initial Board of Directors; thereafter, the said bylaws may be amended, changed, repealed or enlarged by a majority vote of the Board, in person or by proxy, at any regular meeting of said Board or any special meeting called for such purposes

#### ARTICLE XII MEETING LOCATIONS

All meetings of the directors and officers may be held within or without the State of Florida, upon such call and notice as may be prescribed by the bylaws or statutes

#### ARTICLE XIII CONFLICTS OF INTEREST

No contract or act of transaction of the corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or officer of the corporation is a party to or interested in such contract or transaction, and each and every director and officer of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of her/himself, or any firm, association or corporation in which

s/he may be anywise interested, provided the fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members, in accordance with the Florida Not For Profit Corporation Act.

#### ARTICLE XIV DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE XV DISSOLUTION

Upon dissolution of this not for profit corporation, assets shall be distributed for one or more exempt purposes within the meaning of applicable Internal Revenue Code provisions, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the not for profit 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.

This undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of June 2000.

Elizabeth Morgan-Swan

ACCEPTANCE BY REGISTERED AGENT

I, Elizabeth Morgan-Swan, whose office is located at 3495 Drance St. Charlotte Harbor, Fl. 33980, having been named as Registered Agent to accept services of process for Tender Loving Care Homes Inc.

I do hereby accept designation of this corporation's initial Registered Agent. 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.

*Elizabeth Morgan-Swan*

Elizabeth Morgan-Swan

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