

No100000 01240

February 19, 2001

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

Re: Eagles Landing Enterprise, Inc.

FILED  
01 FEB 21 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100003745361--9  
-02/21/01--01069--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

Enclosed is an original and one(1) copy of the Articles of Incorporation for EAGLES  
LANDING ENTERPRISE, INC., and a check for \$87.50 for the filing fee, certified copy  
and certificate of status.

If you have any questions, you may contact me at (407) 330-9731.

Sincerely,

*Bennie L. Shaw*

Bennie L. Shaw  
2405 Chase Avenue  
Sanford, FL 32771

100003745361--9  
-02/21/01--01069--004  
\*\*\*\*\*10.00 \*\*\*\*\*10.00

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**EAGLES LANDING ENTERPRISE, INC.**

FILED

01 FEB 21 PM 1:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, do hereby state the Articles of Incorporation of Eagles Landing Enterprise, Inc. in their entirety, and adopt the following Articles of Incorporation, and agree and certify as follows:

**ARTICLE I**  
**NAME**

The name of this corporation shall be:

**Eagles Landing Enterprise, Inc.**  
(hereinafter "Corporation")

**ARTICLE II**  
**INITIAL, PRINCIPAL OFFICE**

The address of the initial principal office shall be 2405 Chase Avenue, Sanford, Florida 32771. The mailing address of the Corporation shall be: 2405 Chase Avenue, Sanford, Florida 32771.

The property and assets of this corporation are irrevocably dedicated to the purposes of the corporation, which are Charitable, Scientific, Literary and Educational.

**ARTICLE III**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV**  
**PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business including, but not limited to, developing services with faith-based initiatives; inclusive of benevolent acts of charity such as providing unlimited services to underprivileged and at-risk youth in the community; providing adult care facility, transitional housing, as well as transact all lawful business whether related or unrelated,

which would aid the purposes of the Corporation. The purpose of the Corporation is primarily for non-profit and is not organized for the private gain of any person. The Corporation is organized under the Non-Profit Public Benefit Corporation Law, exclusively, charitable, scientific, educational and literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501©3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding, any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501©3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. 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 of distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

To acquire all or any part of the good will, rights, property and business of any persons, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription, or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, debentures, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property for assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or sub-divisions thereof, and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To carry out all or any part of the foregoing objects as principal, factor, agents, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation of identical status, and in carrying on it's business and for the purpose of attaining or furthering any of it's objects and purposes, to make and perform

any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purpose enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct it's business in all or in part of it's branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries, as allowable by law.

#### ARTICLE V INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than three (3) and no more than seven (7) Directors. The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses, including street and number, of the persons who are to serve as Directors until the first annual meeting or until their successors are elected and shall qualify are as follows. The manner in which the Directors are elected or appointed is as stated in the ByLaws of the Corporation.

<u>Name</u>	<u>Address</u>
James Jackson	2403 Chase Avenue Sanford, Florida 32771
Terrace Pearson	154 Stone Gable Circle Winter Springs, Florida
Bennie L. Shaw, Sr.	2405 Chase Avenue Sanford, Florida 32771

#### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The name and address, including street and number of the Initial Registered Office and Agent is:

<u>Name</u>	<u>Address</u>
Bennie L. Shaw Sr.	2405 Chase Avenue Sanford, Florida 32771

## ARTICLE VII

The organization's net earnings shall be devoted only to the purposes of the organization. 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 rendered by its employees and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof.

## INCORPORATOR

The name and address of the incorporator of these Articles is:

Bennie L. Shaw, 2405 Chase Avenue, Sanford, FL 32771

## ARTICLE VIII INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct and gross negligence.

## ARTICLE IX BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

## ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational religious, scientific or literary purposes as shall at the time qualify

as an exempt organization or organizations under Section 501(c) 3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or 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.

ARTICLE XI  
HEADINGS AND CAPTIONS

The heading or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their hand and seal this 19<sup>th</sup> day of February, 2001.

Bennie L. Shaw  
Bennie L. Shaw

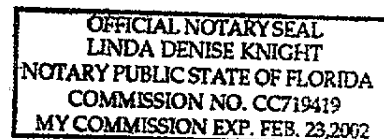
STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF SEMINOLE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Bennie L. Shaw, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 19<sup>th</sup> day of February, 2001.

Linda D. Knight  
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

---

In compliance with Section 48.091, Florida Statutes, the following is submitted:

EAGLES LANDING ENTERPRISE, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its principal place of business at 2405 Chase Avenue, Sanford, Florida 32771, and its registered office at 2405 Chase Avenue, Sanford, Florida 32771, and names Bennie L. Shaw as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 19<sup>th</sup> day of February, 2001.

  
Bennie L. Shaw

FILED  
01 FEB 21 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA