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OVERSTREET, MILES, RITCH & CUMBIE, P.A.
ATTORNEYS AT LAW

100 Church Street
Kissimmee, Florida 34741

R. Stephen Miles, Jr.
John B. Ritch
Fred H. Cumbie, Jr.
Murray Overstreet, Of Counsel

Telephone: (407) 847-5151
Facsimile: (407) 847-3353

August 27, 2001

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

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-09/19/01--01034--010
*****70.00 *****70.00

RE: Hearts & Homes, Inc.

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation, together with our firm check in the amount of \$70.00. Please forward confirmation in care of this office.

Thanking you, I am

Sincerely yours,

Fred H. Cumbie, Jr.

FHC, Jr.:dw
Enclosures

FILED
01 OCT 17 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BLALOCK OCT 17 2001

6001-21874



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 20, 2001

FRED H CUMBIE, JR
100 CHURCH STREET
KISSIMMEE, FL 34741

SUBJECT: HEARTS & HOMES, INC.
Ref. Number: W01000021874

We have received your document for HEARTS & HOMES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 601A00052715

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA HEARTS & HOMES, INC.**

FILED
01 OCT 17 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: **Central Florida Hearts & Homes, Inc.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

507 Kissimmee Oaks Court, Apt. 16
Kissimmee, Florida 34741

ARTICLE III

PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

- a) To develop, own and manage housing for disable adults and the elderly.
- b) To supply supportive services for disabled adults and the elderly, including application for federal and private grants.
- c) 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, 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, handicapped persons and disadvantaged children with housing facilities and services 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.

d) 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.

e) To engage in any lawful act or activity for which not-for-profit corporations may be organized under the Florida not-for-profit statute. By this statement, all lawful acts and activities shall be within the purpose of the corporation, provided, however, that the corporation shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity that would prevent the corporation from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code.

f) To construct, maintain, operate, and improve, and to sell, convey, assign, mortgage or otherwise encumber, or lease, any real estate and any personal property necessary to the operation of such project.

g) To borrow money and issue evidence of indebtedness of the corporation in furtherance of any or all of the objects to the corporation's business, and to secure the indebtedness by mortgage, deed of trust, pledge, or other lien.

h) To observe and comply fully with all applicable federal statutes and regulations of the United States Secretary of Housing and Urban Development and the Federal Housing Administration under any

application provisions of the National Housing Act respecting the federally insured financing of cooperative.

ARTICLE IV NO CAPITAL STOCK

This corporation shall not have authority to issue capital stock.

ARTICLE V MEMBERSHIP

Membership consists of governing members and participating members. The conditions of membership shall be fixed by the bylaws, except, however, that no member other than governing members shall have any voting rights.

ARTICLE VI POWERS OF BOARD

The board of directors shall have all powers granted by Florida law, including, but not limited to, the power to make, alter, amend, or repeal the bylaws of the corporation from time to time.

ARTICLE VII DIRECTORS

The names and mailing addresses of the persons who are to serve as the first board of directors until their successors are elected and qualified are as follows:

NAME:

ADDRESS:

Susan Graves

1099 Shady Lane
Kissimmee, Florida 34744

Jill Wood

507 Kissimmee Oaks Court, Apt. 16
Kissimmee, Florida 34741

Dianne Schoolfield

1400 Grandview Boulevard
Kissimmee, Florida 34744

The manner in which the directors are elected or appointed is described in the by-laws.

ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Fred H. Cumbie, Jr.
100 Church Street
Kissimmee, Florida 34741

ARTICLE IX
RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of charitable, religious, scientific, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 01(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the 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) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), or (b) by a corporation, contributions to which are deductible under 26 USCA s 170(c)(2) (or the corresponding provision of any future federal tax law).

ARTICLE X
DISTRIBUTION ON DISSOLUTION

On 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, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), as the board of directors shall determine. Any such assets not so disposed shall be disposed of by the Circuit Court in the county in which the principal

office of the corporation is then located, exclusively for such purposes or to such organization or organizations and operated exclusively for such purposes.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Susan Graves
1099 Shady Lane
Kissimmee, Florida 34744

Susan Graves
Susan Graves/Incorporator

9/14/2001
Date

Jill Wood
507 Kissimmee Oaks Court, Apt. 16
Kissimmee, FL 34741

Jill Wood
Jill Wood/Incorporator

Dianne Schoolfield
1400 Grandview Boulevard
Kissimmee, Florida 34744

Dianne Schoolfield
Dianne Schoolfield/Incorporator

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.

Fred H. Cumbie, Jr.
Fred H. Cumbie, Jr./Registered Agent

9/14/2001
Date