

NO1000008004

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AND
FILED

TRANSMITTAL LETTER

01 NOV 13 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: VICTORY ESTATE ASSISTED LIVING FACILITIES INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500004676585--0.
-11/13/01--01056--001
*****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:

JEROME FORTSON
Name (Printed or typed)

POB 1047
Address

LAKELAND, FL 33802
City, State & Zip

863-853-6818
Daytime Telephone number

RECEIVED
01 NOV 13 AM 11:46
DIVISION OF CORPORATION

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

AUTHORIZATION BY PHONE TO

CORRECT directors to be 3

DATE 11/13 @ 11:50 am

CO. EXAM J. Br...

ARTICLES OF INCORPORATION
OF
VICTORY ESTATE ASSISTED LIVING FACILITIES, INC.

The undersigned, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

Section 1.1. The name of the corporation shall be Victory Estate Assisted Living Facilities, Inc., (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

Section 2.1. The principal place of business and mailing address shall be:

825 E Plum St
Lakeland, FL 33801 (Physical address)

P.O. Box 1047
Lakeland, FL 33802 (mailing address)

The Board, may from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE III PURPOSE(S)

Section 3.1. The general purposes for which the corporation is organized are exclusively for religious, educational and charitable purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 3.2. The specific purpose for which the Corporation is organized is to provide quality long term care living facilities for elderly people in a clean, safe, and affordable home-like setting. The Corporation bridges the gap between independent living and nursing home care by providing assistance to the elderly or families with elderly relatives with needs in which time or poor health has affected their ability to care for themselves.

Section 3.3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 3.4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 3.5. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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Section 3.6. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 3.7. 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, or religious purposes, as shall at the time qualify as an exempt organization(s) 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 of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which is/are organized and operated exclusively for such purposes.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Section 4.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than ^{three}~~three~~(3) Directors are present. The affirmative vote of any ^{three}~~three~~(3) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

4.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

4.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

4.1.3. Organization of a subsidiary or affiliate by the Corporation.

Section 4.2. Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the Bylaws.

ARTICLE V INITIAL DIRECTORS/OFFICERS

Section 5.1. The name and addresses are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Elnora Burroughs	President	5330 Harbor Dr Lakeland, FL 33809
Jeremiah Fortson	Vice President	2006 M.L. King Jr. Ave Lakeland, FL 33805
Patricia L. Black	Secretary	4800 Tyler Lake Court Orlando, FL 32839

Harriet Youleman

Treasurer

16950 Apopka Springs Blvd
Mount Verde, FL 34756

Please use the mailing address when corresponding with Directors:

P.O. Box 1047
Lakeland, FL 33802 (mailing address)

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

Section 6.1. The name and Florida street address of the registered agent is:

Name
Jerome Fortson

Address
211 Granite Dr.
Lakeland, FL 33809

(Please use mailing address for correspondence)

ARTICLE VII INCORPORATOR

Section 7.1. The name and address of the Incorporator is:

Name
Jerome Fortson

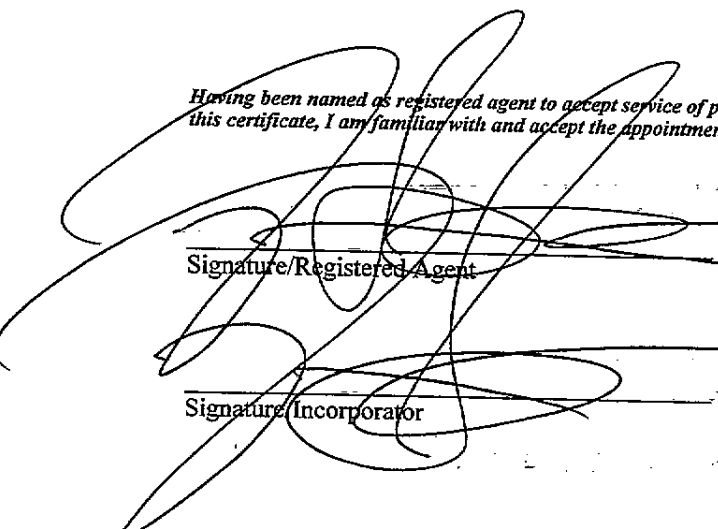
Address
211 Granite Dr.
Lakeland, FL 33809

(Please use mailing address for correspondence)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

11/13/01
Date


Signature/Incorporator

11/13/01
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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