

NO10000008261

National Church Management Services, Inc.

3650 17th Street  
Sarasota, Florida 34235

Phone 941-951-6486

Fax 941-951-6239

November 14, 2001

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

000004686870--9  
-11/19/01--01025--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ref: Noah's Ark Senior Home

Greetings:

Please receive this filing of Articles of Incorporation for registering and a certified copy. This is a new faith based organization in the Bradenton area. This will be a non-profit religious organization and I am handling the IRS portion.

Enclosed is a check for the filing fee of \$78.75, including filing, Registered Agent and Certified Copy.

Please return the certified copy with assigned document number to me at the address printed at the top of this letter.

Thank you for your usual efficient and courteous treatment every time I call your office.

Sincerely,



Donald W. Struble, MBA  
President

FILED  
01 NOV 19 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**NOAH'S ARK SENIOR HOME OF BRADENTON, INC.**  
(a Florida corporation not for profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation not for profit, without capital stock, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**ARTICLE 1.**  
**Name**

1.1) Name. The name of the Corporation shall be Noah's Ark Senior Home of Bradenton, Inc. and the principal office shall be 524 25th Street West, Bradenton, Florida 34205.

**ARTICLE 2.**  
**Purposes and Powers**

2.1) Purposes. The purposes for which the Corporation is formed are as follows:

A. To disseminate the Gospel of Jesus Christ and the Word of God, to the end that people may be evangelized and believers may be conformed to the image of Jesus Christ.

B. To create and pattern a living environment for senior citizens to enjoy the relationships and security of family while identifying and preserving their independence as adults.

C. To provide a family home for a limited number of senior couples, widows and widowers, who have a love for Jesus Christ as their Lord, while receiving extra care from a head of household couple, in the form of housekeeping, meals, laundry, domicile and transportation as is required for senior citizens.

D. To raise the self worth and personal value of life for elderly individuals who have reduced family members to care for them.

E. To maintain a family home life environment for residents of a congregate living facility in order that each participant is healthy and fruitful by Biblical standards.

F. To receive funds and in kind contributions for the support and operation of a home for elderly Christians, from contributions from the public, grants from foundations, individuals, and agencies, financial support from family members of residents of the program, and from fees and assessments for services rendered to the participants.

G. To act with charitable concern for, and to help, not only members of this ministry, but also all people in need of any help which this Corporation can give, regardless of race, social position, or religious affiliation; to develop and carry out programs of social action for poor, widowed, orphaned, afflicted, imprisoned, underprivileged, or aged persons, both within and without this Corporation.

H. To pray for the needs of all people, for local and national leaders and governments and for all that are in authority as instructed in I Timothy 2:1-3.

I. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive teaching of Biblical principles, both within this ministry and elsewhere, not only by conventional modes, but also by all means which will accomplish such communication developed by modern technology.

These purposes should include to sponsor, participate in, conduct or engage in the establishment and operation of a school or schools, and the holding and conducting of seminars, study groups, workshops, and meetings, by either resident or traveling ministers; to receive offerings for such purposes; and to grant aid and pay reasonable compensation to persons, firms and corporations for services actually rendered for such purposes; provided, that none of the foregoing shall be done for private profit.

J. To establish and maintain a place of prayer, study, recreation and social interaction, a teaching center, a halfway house, a transitional living center, ministering to the whole family and to the whole person, spirit, soul and body.

K. To recognize, support, cooperate with or affiliate with the various other ministries established to equip believers to fulfill their respective functions as members of the Body of Christ.

L. To provide and maintain homes, places and buildings for housing of students, counselees, house parents, teachers and ministers, as well as other related members of the ministry; to furnish to such students, counselees, house parents, teachers, and ministers suitable meals and lodging.

M. To acquire, either by deed, gift or purchase, any real estate or personal property to be held in trust for the benefit of the Corporation and its stated purposes.

N. To mortgage, sell, or otherwise encumber any such property when such action is deemed to be in the best interests of the Corporation as defined in its stated purpose as a Christian organization.

2.2) Powers. To accomplish the foregoing purposes, the Corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued. No part of the income of the Corporation shall be distributed to the members, directors, and officers of the Corporation, except as reasonable compensation for services rendered.

2.3) The Corporation is specifically precluded from engaging in any prohibited activities as defined in Florida Statutes for corporations not for profit.

### **ARTICLE 3. Membership**

3.1) Membership. A member must be a mature person openly expressing a belief and faith in the Lordship of Jesus Christ.

3.2) Subscribers. The subscribers to these Articles of Incorporation shall be the original members of the Corporation. Additional members may be approved by the Board of Directors after being considered qualified as follows:

- A. Accept, believe in and rely on Jesus Christ for salvation,
- B. Believe that the Holy Bible is the Word of God,
- C. Confess their faith in Jesus Christ as Lord,
- D. Commit themselves to abide by the ethical and professional standards established by the Corporation,
- E. Commit themselves to participate in the activities of the corporation,
- F. Support the Corporation with their financial offerings,
- G. Submit themselves to the authority and discipline of the corporation.

#### **ARTICLE 4.**

##### **Period of Duration**

4.1) Period of Duration. The Corporation shall have perpetual existence. In the event of dissolution if this Corporation, no part of the Corporation's assets shall inure to the benefit of any member but shall instead be distributed to such charitable organization or organizations selected by the final Board of Directors of the Corporation, which organization or organizations must qualify as charitable organizations under Sections 170 and 501(c)(3) of the United States Internal Revenue Code as the same may be amended.

#### **ARTICLE 5.**

##### **Subscribers**

5.1) Subscribers. The name and address of the subscriber to these Articles of Incorporation is as follows:

Kathleen S. Willingham	524 25th Street West	Bradenton, FL 34205
Gary K. Willingham	524 25th Street West	Bradenton, FL 34205

#### **ARTICLE 6.**

##### **Data Respecting Directors**

6.1) The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons. They shall be elected annually according to the procedure set forth in the Bylaws.

6.2) The names and addresses of the persons to serve as the initial directors are:

Kathleen S. Willingham	524 25th Street West	Bradenton, FL 34205
Gary K. Willingham	524 25th Street, West	Bradenton, FL 34205
John W. Brown	3307 32nd Street West	Bradenton, FL 34205
Pamela S. McCague	941 Fundy Road	Venice, FL 34293

**ARTICLE 7.**

**Officers**

7.1) Officers. The names of the officers who shall serve until the first election are as follows:

Kathleen S. Willingham, President and Treasurer  
Gary K. Willingham, Vice President and Secretary

**ARTICLE 8.**

**Bylaws**

8.1) Bylaws. The Bylaws of the Corporation may be altered, amended or rescinded in the following manner:

By vote of a two-thirds (2/3) majority of the members of the Board of Directors at a meeting called for such purposes.

**ARTICLE 9.**

**Amendments**

9.1) Amendments. Amendments to the Articles of Incorporation may be proposed and adopted in the following manner:

Such may be proposed and considered at any regular meeting of the Board of Directors, but may not be adopted until the next regular meeting of the Board of Directors and then only by two-thirds (2/3) majority vote.

**ARTICLE 10.**

**Registered Agent**

10.1) The below-named incorporators, desiring to organize this corporation under the laws of the State of Florida, do hereby designate and appoint Kathleen S. Willingham as the Registered Agent of this corporation, to accept service of process and to serve in such capacity until his successor is selected and duly designated. Her address of record is 524 25th Street West, Bradenton, FL 34205.

IN WITNESS WHEREOF, the undersigned hereunto set their hands and seals this

15 day of OCTOBER, 2001.

Signed, sealed and delivered:

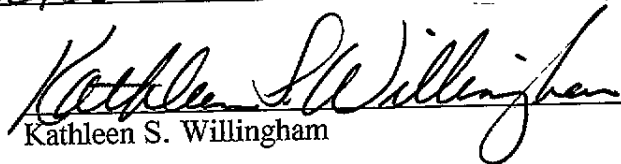
 (SEAL)

 (SEAL)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Noah's Ark Senior Home of Bradenton, Inc., at the place designated in the Articles of Incorporation, I, Kathleen S. Willingham of 524 25th Street West, Bradenton, FL 34205, agree to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open such office.

This 15 day of OCTOBER, 2001.

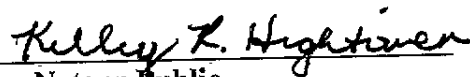
 (SEAL)  
Kathleen S. Willingham

STATE OF FLORIDA )  
COUNTY OF Sarasota ) SS  
~~MANATEE~~ )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared

Kathleen S. Willingham and Gary K. Willingham Florida  
known to me to be the persons described as subscribers in and presented D.I.  
W452-517-48-843-0  
W452-291-46-130-0 as identification and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 15 day of October, 2001.

  
Notary Public

My Commission Expires:



Kelley R. Hightower  
MY COMMISSION # CC993067, EXPIRES  
February 26, 2005  
BONDED THRU TROY FAIN INSURANCE INC

FILED  
01 NOV 19 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA