

Division of Corporations

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N01000008491**Florida Department of State**

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC -4 AM 10:00**FLORIDA NON-PROFIT CORPORATION****Agape Adult Day/ Respite Care, Inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION OF

Agape Adult Day/ Respite Care, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: Agape Adult Day/ Respite Care, Inc..

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 12155 Silver Saddle Dr., Jacksonville, Florida 32258.

ARTICLE III - MAILING ADDRESS

The mailing address of this corporation is: 12155 Silver Saddle Dr., Jacksonville, Florida 32258.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE V - PURPOSES

The purposes for which this corporation is formed are to operate an Adult Day Care Center for the elderly (including the indigent elderly) which will provide such services as respite care, physical therapy, occupational therapy, recreational therapy, nursing, programs for Alzheimer's and Stroke victims, and to engage in charitable, scientific, or educational activities, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended and applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its directors where necessary to carry out the exempt purposes of the corporation; provided, however, that:

- a) no part of the net earnings of the corporation shall inure to the benefit of any director, or other individual nor shall any distribution of the corporation's assets be made to any director or other individual, unless such distribution is in furtherance of the exempt purposes specified above, or pursuant to ARTICLE VI immediately following;
- b) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation;
- c) the corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;
- d) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by §4942 of the Code;
- e) the corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4945(d) of the Code); and,
- f) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age.

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It is the specific intention of the incorporator that the purposes and activities of the corporation be as broad as permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within §501(c)(3) of the Code.

ARTICLE VI - DISTRIBUTION OF ASSETS UPON LIQUIDATION

The assets of the corporation are irrevocably dedicated to the purposes specified in ARTICLE V. Therefore, upon liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets of the corporation as they shall determine; provided, however, that such distributions shall be made exclusively:

- a) for one or more exempt purposes within the contemplation of §501(c)(3) of the Code; and/or,
- b) to the United States federal government, and/or to a state or local government, for a public purpose; or,
- c) for a comparable purpose, as specified in paragraphs (a) and (b) of this ARTICLE VI, pursuant to court order.

ARTICLE VII - MEMBERS

The corporation shall have no members.

ARTICLE VIII - MANNER OF ELECTION OF DIRECTORS

The method of election of directors will be stated in the corporation's Bylaws.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 North Wymore Road, Suite 110, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at that address is Robert J. Hutchins.

ARTICLE X - INITIAL BOARD OF DIRECTORS

- a) The initial number of directors of the corporation shall be five (5).
- b) The number of directors of the corporation may be increased or decreased from time to time pursuant to Bylaws adopted by the directors, but shall never be less than the minimum number of directors required by applicable law.
- c) The name and street addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified are:

Name	Address
Sonya Gillette	12155 Silver Saddle Dr., Jacksonville, Florida 32258
Titus Pittman	12155 Silver Saddle Dr., Jacksonville, Florida 32258
Tonya Mallard	12155 Silver Saddle Dr., Jacksonville, Florida 32258
Dorinda Pittman	12155 Silver Saddle Dr., Jacksonville, Florida 32258
Randall Mallard	12155 Silver Saddle Dr., Jacksonville, Florida 32258

ARTICLE XI - BY-LAWS

The power to adopt, amend or repeal Bylaws for the management of the corporation shall be vested in the Board of Directors of the corporation.

ARTICLE XII - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

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ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the corporation as specified in ARTICLE V hereof.

ARTICLE XIV - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Robert J. Hutchins, 400 North Wymore Road, Suite 110, Winter Park, Florida 32789.


Robert J. Hutchins, Incorporator12/4/2001
Date**REGISTERED AGENT'S ACCEPTANCE**

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.


Robert J. Hutchins, Registered Agent12/4/2001
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC -4 AM 10:00

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