

TRANSMITTAL LETTER

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

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-05/03/01--01140--005
*****70.00 *****70.00

SUBJECT: The House of Sheng Chi, Inc.
(Proposed corporate name - must include suffix)

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Jocelyn Jones
Name (Printed or typed)
P.O. Box 2649
Address
Orlando, Florida 32802
City, State & Zip
(407) 677-8032
Daytime Telephone number

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

Articles of Incorporation

of

The House of Sheng Chi, Inc.,
an assisted living facility with a heart

We, the undersigned, do hereby associate ourselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, in accordance with the provisions of Chapter 617, Florida Statutes, and further adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the is corporation shall be: The House of Sheng Chi, Inc., (A
an assisted living facility with a heart.
corporation Not-For-Profit).

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of business of this corporation is to be located at 9612 MacNorton Road, Altamonte Springs, Florida 32715.

ARTICLE III

TERM OF EXISTENCE

This corporation shall commence as of the date of **January 1, 2002** and shall have perpetual existence.

ARTICLE IV

PURPOSE

The purpose of this corporation shall be to provide, through a charitable manner, civic and social activities and services for the disadvantaged and underserved in the Central Florida Area including, but not limited to: Osceola, Seminole, Orange, Brevard, Volusia and Polk Counties, to assist in the provision of basic human needs for all members of these communities, particularly minorities, senior citizens and children, and to enhance their quality of life as well as educate them in health related issues on HIV/Aids and cancer.

The corporation shall do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry out its corporate purpose.

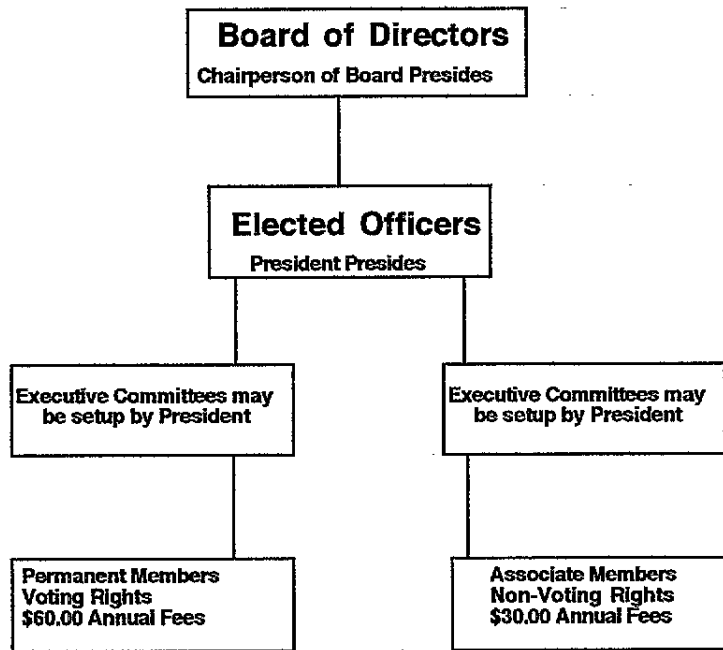
The corporation shall have the power to exercise all rights and powers conferred on corporations formed under the Not-For-Profit Corporation Act of the State of Florida, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of this specific and primary purposes of this corporation which is to provide a stress free environment for people who have tested to be HIV positive a place to live and assist in access to medical services.

ARTICLE V

MEMBERSHIP

The membership of this corporation shall consist of all concerned individuals at least 18 years of age and groups and organizations who are vitally interested in the corporation's mission and purpose. The By-Laws shall provide for Permanent members and Associate members.

Organizational Chart



ARTICLE VI

INCORPORATORS

The names and residences of the incorporator(s) to these Articles of Incorporation are as follows:

Jocelyn Jones

P.O. Box 2649

Orlando, Florida 32802

ARTICLE VII

MANAGEMENT

The affairs of this corporation shall be managed by the membership and its elected officers: President, Vice President, Secretary, Treasurer, etc. and such other officers as may be provided by the Bylaws. The Board of Directors will be appointed as provided by the Bylaws.

ARTICLE VIII
REGISTERED AGENT

The name, in the State of Florida, of this corporation's initial registered agent for service of process is: Jocelyn Jones. The registered agent's business address is: 9612 MacNorton Road, Altamonte Springs, Florida 32715.

By signing this document, I acknowledge my understanding and duties as the registered agent: _____

Signature of Jocelyn Jones, Registered Agent

ARTICLE IX
TAX EXEMPTION

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provisions 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 tax under Section 501(c) (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 this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE X

VOTING

The presence of three (3) members (permanent and associate) shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the membership present at a meeting when a quorum is present, shall be the act of the corporation.

ARTICLE XI

DISPOSITION OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any officer, or member thereof or to the benefit of any private person. In the event of the dissolution of this corporation, the membership shall, after paying, or making provisions for the payment of, all the liabilities of the corporation, distribute all assets of the corporation exclusively to such organization or organizations established and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law), as the membership shall determine.

ARTICLE XII

BY-LAWS

The membership of this corporation may provide By-laws inconsistent with these Articles of Incorporation, for the conduct of the corporation's business and the carrying out of its purposes. Such By-laws may be made, amended, altered or rescinded from time to time, in whole or in part.

Any member may propose an amendment at a regular or special business

meeting of the membership at which a quorum is present. The proposal to call a subsequent meeting for the purpose of amending the By-laws shall require approval of all majority of the quorum present.

If so approved, a ten (10) days notice of the meeting and a copy of any proposed amendment which is to be considered at such meeting shall be given to each member, by mail, telephonic notice or email.

Any amendment must be adopted by resolution of two-thirds (2/3) vote of the membership who are actually present at the meeting properly called at which a quorum is present.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

Amendment to the Articles of Incorporation may be proposed by any member at a regular or special business meeting at which a quorum is present. The proposal to call a subsequent meeting for the purpose of amending the Articles of Incorporation shall require approval of a majority of the quorum present.

If, so approved, a ten (10) days notice of the meeting and a copy of any proposed amendment which is to be considered at such meeting shall be given to each member in writing, by mail, telephonic devise and /or email.

Any amendment must be adopted by resolution of two-thirds (2/3) vote of the membership, of those who are actually present. The two-thirds (2/3) vote requirement means two-thirds (2/3) of those members present at the meeting called for that purpose and not two-thirds (2/3) of the entire board.

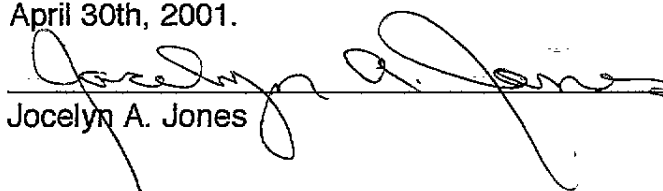
The approved amendment(s) shall become final upon filing and approval by the Secretary of the State of Florida.

Article XIII

DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director and/or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for misconduct. The foregoing rights shall be exclusive of others rights to which he or she may be entitled.

I, Jocelyn Jones, the undersigned, being the person(s) named above as the incorporator(s), have executed these Articles of Incorporation this the day of April 30th, 2001.


Jocelyn A. Jones