

# NO20000001707

## Florida Department of State

Division of Corporations  
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**To:**

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**From:**

Account Name : BAKER & HOSTETLER LLP  
Account Number : 119990000077  
Phone : (407) 849-4043  
Fax Number : (407) 841-0168

## FLORIDA NON-PROFIT CORPORATION

The Manors at Waterman Village, Inc.

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**ARTICLES OF INCORPORATION  
OF  
THE MANORS AT WATERMAN VILLAGE, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name and Duration**

The name of the Corporation is The Manors at Waterman Village, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the initial principal office of the Corporation is 250 Brookfield Avenue, Mt. Dora, Florida, 32757.

**ARTICLE III**

**Registered Office and Agent**

The address of the initial registered office in the State of Florida is 200 South Orange Avenue, Sun Trust Center, Suite 2300, in the City of Orlando, County of Orange. The name of the initial registered agent at such address is A.G.C. Co.

**ARTICLE IV**

**Purpose**

1. The Corporation is organized and shall be operated exclusively for charitable purposes, within the meaning of sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), including operating residential facilities specifically designed to meet the needs of the elderly.

2. The Corporation shall have all powers now and hereafter granted by law to engage in and transact any and all lawful business permitted under the laws of the State of Florida, and in addition thereto shall have all powers lawfully necessary or required to carry out

its purposes and objects.

3. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual. No substantial part of the Corporation's activities shall be for 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.

## ARTICLE V

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Sun Trust Center, Suite 2300 Post Office Box 112 Orlando, Florida 32802

## ARTICLE VI

### Members

The Corporation shall not have Members.

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided by the Bylaws of the Corporation; provided, however, there shall never be less than three (3).

2. The election and appointment of the Board of Directors shall be as provided by the Bylaws of the Corporation.

3. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Gary Skilton	250 Brookfield Avenue, Mt. Dora, Florida 32757
Henry J. Carubba	250 Brookfield Avenue, Mt. Dora, Florida 32757
Richard A. Leigh	250 Brookfield Avenue, Mt. Dora, Florida 32757

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, by a vote of the majority of the Board of Directors.

#### ARTICLE IX

##### Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of the Corporation.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### ARTICLE XI

##### Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 8<sup>th</sup> day of March, 2002.

A.G.C. Co.

By: 

Name: Kenneth C. Wright (printed)

As its: Vice President

**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Not-For-Profit Corporation Act Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That THE MANORS AT WATERMAN VILLAGE, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Mt. Dora, County of Lake, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, Florida Statutes.

A.G.C. Co.

By: 

Name: Kenneth C. Wright (printed)  
As its: Vice President

DATED: March 8, 2002

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