

TRANSMITTAL LETTER

No 2000003996

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

RECEIVED
02 MAY 24 AM 9:38
DIVISION OF CERTIFICATION

SUBJECT: Elder Rest-Q INC
(Proposed corporate name - must include suffix)

400005609674--2
-05/24/02--01002--008
*****87.50 *****43.75

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 of

ADDITIONAL COPY REQUIRED

FROM: Herman yone W. Walker
Name (Printed or typed)

12565 Willard Lane
Address

Jacksonville, Florida 32218
City, State & Zip

904-768-9829 or 768-6456
Daytime Telephone number

400005609674--2
-05/24/02--01002--008
*****87.50 *****87.50

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

gcs/14

ARTICLES OF INCORPORATION

OF

ELDER REST-Q INC.

In compliance with the requirements of the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, the undersigned, for the purpose of establishing a not-for-profit corporation under the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

NAME

The name of this corporation is Elder Rest-Q Inc

ARTICLE II

DURATION

This corporation shall exist in perpetuity.

ARTICLE III

REGISTERED OFFICE

The street address of the corporation's initial *principal* office is 5626 Soutel Drive, Jacksonville, Florida 32219, 12565 Willard Lane, Jacksonville, Florida 32218 is the initial registered agent. *Hermoyone W. Walker.*

ARTICLE IV

PURPOSES AND POWERS

This not-for-profit corporation is organized and shall be operated exclusively for the purposes and shall have the powers set forth as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/07/21 AM 9:54

APPROVED
AND
FILED

A. The purposes for which the corporation is organized are exclusively housing and housing management charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Specifically, the corporation shall provide housing, case management education, direct services, and support to persons with disabilities, and will engage in such additional activities as are reasonably connected with these primary purposes.

B. The corporation shall have all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, the power to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property, for any of the purposes set forth above.

C. The corporation shall have the power and authority to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them. Notwithstanding any other provision of these articles, however, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

LIMITATIONS

The corporation shall engage in other activities only to the extent that such activities further its objectives, and conform to the requirements of Section 501 (c) (3) of the Internal Revenue Code, and the regulations promulgated pursuant thereto.

This is a corporation not-for-profit as defined in Section 617.01, Florida Statutes. The corporation is not formed for pecuniary profit. No dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, directors or officers. However, the corporation may pay compensation in a reasonable amount to its officers and directors for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE VI

MEMBERSHIP

There shall be voting and non-voting members of this corporation.

The initial voting membership of this corporation shall consist of the initial Board of Directors. Additional voting members may be elected by the voting members, with membership criteria being established by the bylaws of the corporation, and any acceptance by an individual of all the rights and privileges accorded to voting members shall be regarded as a guarantee on the part of the member of his or her interest and sympathy with the purposes of this corporation and of his or her adherence to its bylaws, rules and regulations. Each voting member will be issued a membership certificate which shall contain a statement, printed prominently on its face, that the corporation is a non profit corporation, that the holder thereof is entitled only to one vote and is not entitled to any ownership interest in the corporation or any of its assets nor to any pro rate share of assets upon dissolution.

The bylaws shall also provide for non-voting members of one or more classes who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote.

Notwithstanding the issuance of membership certificates to voting members, the corporation is organized and shall be operated on a non stock basis within the meaning of the

Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the corporation. Neither the voting members nor any other persons shall have any ownership interest in the corporation, and upon dissolution or liquidation of the corporation, all of its remaining assets and property of every nature and type whatsoever shall be distributed exclusively in accordance with Article XII of the Articles of Incorporation.

ARTICLE VII

BYLAWS

The bylaws of the corporation shall be adopted by the initial Board of Directors and may thereafter be altered, amended, modified or rescinded by a majority vote of the Board of Directors and ratified by an affirmative vote of a majority of all voting members of the corporation, in person, or by proxy, at a regular or specially called meeting of the voting members.

ARTICLE VIII

SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation is:

NAME

Hermoyone W. Walker

ADDRESS

12565 Willard Lane
Jacksonville, Florida 32218

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors consisting of not less than three Directors. The number of Directors may be increased or decreased from time to

time, in accordance with the bylaws adopted by the Board of Directors, but shall never be less than three. The names and addresses of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lavetta McCoy	P.O. Box 451 Jacksonville, Florida 32201
Joyce Lindsay	5151 Archery Avenue, Jacksonville, Florida 32208
Ida Ford	6759 W Gaspar Circle Jacksonville, Florida 32219

The voting members shall elect the Board of Directors at an annual meeting of the voting members. The bylaws may provide for ex-officio and honorary Directors and their rights and privileges.

At the first meeting of the Board of Directors, following the first annual meeting of voting members, the Board of Directors may elect from among its members a Chairman of the Board.

Any vacancy on the Board of Directors shall be filled for the un-expired term of office by the remaining Directors. The Directors shall be elected by the voting members of the corporation at the annual meeting as prescribed by the bylaws.

ARTICLE X

OFFICERS

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The election of officers shall take place by annual ballot of the voting membership

with officers holding office for one (1) year, unless they shall sooner resign or be removed, or otherwise disqualified to serve.

The persons who shall hold the initial offices are as follows:

President:	Hermonyone W. Walker
Vice-President/Secretary:	Lavetta McCoy
Treasurer:	Hermonyone W. Walker

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors, or by any voting member of the corporation. Every amendment shall be approved by the Board of Directors and shall be approved by at least two-thirds (2/3) of the entire voting membership.

ARTICLE XII

DISSOLUTION

In the event of the dissolution or liquidation of this corporation, all of its remaining assets and property of every nature and description whatsoever, shall be distributed exclusively to that local governmental entity or similar non-profit organization then exempt under Section 501 (c) (3) of the Internal Revenue Code, as may be designated by the members at the time of dissolution or liquidation, to be the entity best suited to continue the exempt purposes and objective of this corporation.

ARTICLE XIII

INDEMNITY

The corporation shall indemnify any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expense, including, but not limited to, amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of having been or being directors or officers, except in such cases wherein the director or officer is adjudged guilty or willful misfeasance or malfeasance in the performance of his or her duties. Such indemnification may be entitled under any law, bylaw, agreement, vote of active member, or otherwise.

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

HERMANYONE W. WALKER
12565 WILLARD LANE
JACKSONVILLE, FLORIDA
32218

Hermanyone W. Walker
Signature/Incorporator

5/24/02
Date

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ELDER REST-Q INC desiring to organize under
the laws of the State of Florida, with its principal office at Duval County, Florida, has name
Hermoyone W. Walker, located at 12565 Willard Lane, Jacksonville, Florida 32218, as its
agent to accept service of process within the state.

APPROVED
AND
FILED
JUNE 24 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the
place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the designated office open.

DATE: 0520/02

Hermoyone W. Walker