

No 2000007802

D&C
ATTORNEYS AT LAW

DENT & COOK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

P.O. Box 3259 • SARASOTA, FLORIDA 34230

DENT & ASSOCIATES, P.A.

JOHN C. DENT, JR.
SHERRI L. JOHNSON
JOE D. DINGESS

October 7, 2002

RICHARD A. MILLER
OF COUNSEL

JOHN F. COOK, P.A.

JOHN F. COOK

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: Polish American Congress Housing Foundation In West Central Florida, Inc.

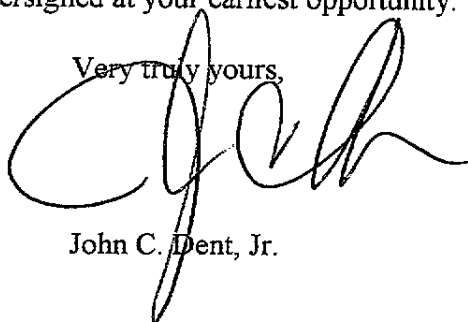
Dear Sir or Madam:

Enclosed please find Articles of Incorporation of Polish American Congress Housing Foundation In West Central Florida, Inc. for filing, together with a copy for certifying.

Also, enclosed is this firm's check in the amount of \$78.75, representing the filing fees - \$35.00, certified copy - \$8.75 and registered agent designation - \$35.00.

Please forward the Certificate of Incorporation, together with the certified copy of the Articles of Incorporation to the undersigned at your earliest opportunity.

Very truly yours,



John C. Dent, Jr.

JCD/eb

Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 10 AM 10:10

BR 10/11
W-29429

ARTICLES OF INCORPORATION OF THE
POLISH AMERICAN CONGRESS HOUSING FOUNDATION
OF WEST CENTRAL FLORIDA, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT 10 AM 10:10

ARTICLE I

NAME: The name of this corporation is POLISH AMERICAN CONGRESS HOUSING FOUNDATION, OF WEST CENTRAL FLORIDA, INC.

ARTICLE II

STATEMENT OF CORPORATE NATURE: This is a not-for-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not For Profit Law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III

GENERAL PURPOSES:

(A) The specific and primary purpose for which this corporation is formed is for appropriation, ascertaining and accommodating the needs of the Polish American Communities in Southwest Florida for housing, services and related facilities for the elderly.

(B) The general purposes for which this corporation is formed is to operate exclusively for such charitable purposes as to qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

(C) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any Political campaign on behalf of any candidate for public office.

ARTICLE IV

TERM: This corporation shall have a perpetual existence.

ARTICLE V

MEMBERSHIP: The Corporation shall have a, membership distinct from the Board of Trustees. The authorized number of qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and as assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VI

(A) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of trustees of the corporation shall be nine (9); provided, however, that such number may be changed by the Bylaws duly adopted by the members.

The names and addresses of the initial trustees herein named as the first Board of Trustees shall hold office until the organizational meeting of members of the Polish American Congress – Florida West Central Division, to be called by the trustees.

Trustees elected at the organizational meeting, five (5) for three (3) year term and four (4) for two (2) year terms, and all times thereafter, shall serve for a term of two (2) years until the annual meeting of members of the Polish American Congress following the election of trustees and until the qualification of the successors in office. Bi-annual and special meetings shall be held at the principal office of the Corporation, or at such other place or places as the Board of Trustees may designate from time to time by a resolution.

Any action required or permitted to be taken by the Board of Trustees under any provisions of law may be taken without a meeting, if 2/3 of all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by majority vote of the trustees, any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Trustees without a meeting and that the articles of incorporation and By-Laws of this Corporation authorize the trustees to such an act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial trustees are as follows:

1. Bogdan Bereznicki, 2902 Captiva Dr., Sarasota, FL 34231
2. V. Rev. Donald Malinowski, CM., 3122 Montclair Cr., North Port, FL 34287
3. Wally West, 6507 107th Terrace, N., Pinellas Park, FL 33782
4. Richard Glowacki, 224 Elmwood Cr., Seminole, FL 33777

5. Zbigniew Haszlakiewicz, 5951 Kestral Park Dr., Sarasota, FL 34231
6. Richard Jorkasky, 6240 Cardinal Crest Dr., New Port Richey, FL 34655
7. John Zagrobelny, 3335 Lakeview Dr., North Port, FL 34237
8. Krystyna Markut, 1208 S. Duncan Ave., Clearwater, FL 33756
9. Eugene Trela, 409 Manatee Court A. 208, Venice, FL 34285

(B) Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. The officers shall be elected at the organizational meeting of the Board of Trustees.

ARTICLE VII

BY-LAWS: Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Nonprofit Law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation. Bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedure set forth therefore in the By-Laws.

ARTICLE VIII

DEDICATION OF ASSETS: The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director officer, or member thereof, or to the benefit of any private individual.

(A) Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(B) Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(C) Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(D) Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manners as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(E) Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

ARTICLE IX

DISTRIBUTION OF ASSETS: Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts, shall be distributed to debts and liabilities of the Corporation, shall be distributed to Polish American Congress Charitable Foundation, a nonprofit foundation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X

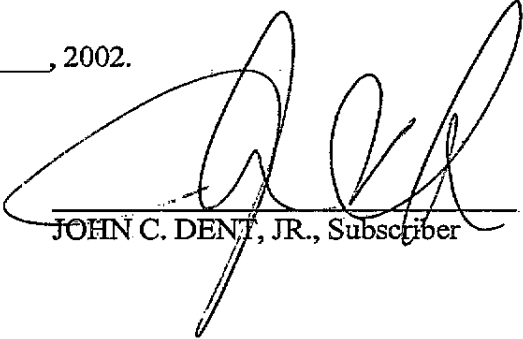
AMENDMENT OF ARTICLES: Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds (2/3) of a quorum of members present at a Special Meeting called in order to amend those Articles of Incorporation of the Corporation.

ARTICLE XI

SUBSCRIBER: The name and address of the subscriber of this corporation is as follows:

John C. Dent, Jr.
330 South Orange Avenue
Sarasota, FL 34236

Dated this 7th day of October, 2002.


JOHN C. DENT, JR., Subscriber

ARTICLE XII

PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT:

The principal office for the transaction of business of this corporation will be presently located at 9190 49th Street, North Pinellas Park, FL 33782-5228.

The name and address of the registered agent, register agent is:

Bogdan Bereznicki
2902 Captiva Drive
Sarasota, Florida 34231-6918

Having been designated and appointed to act as registered agent and to accept service of process for and on behalf of the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with and accept the obligations of registered agent for the corporation and accept the appointment to such position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


BOGDAN BEREZNICKI
Registered Agent

Dated: October 7, 2002

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 10 AM 10:11