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FLORIDA NON-PROFIT CORPORATION

The Plaza at Orlando Lutheran Towers, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

T. SMITH NOV 25 2002

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**ARTICLES OF INCORPORATION
OF**

THE PLAZA AT ORLANDO LUTHERAN TOWERS, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be The Plaza at Orlando Lutheran Towers, Inc.

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation is 300 E. Church Street, Orlando, Florida 32801, and the mailing address of the corporation is 300 E. Church Street, Orlando, Florida 32801.

ARTICLE III

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1141 Windsong Road, Orlando, Florida 32809, and the name of the initial registered agent of this corporation at that address is Mack Fulmer. The Board of Directors may from time to time designate a new registered office and registered agent.

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ARTICLE IV

INCORPORATOR

The name and address of the incorporator of this corporation are Richard E. Lewis, 300 E. Church Street, Orlando, Florida 32801.

ARTICLE V

PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to:

1. to purchase, construct, own, operate, lease or manage facilities for housing of persons, primarily those who are elderly or retired, needing such housing;
2. to acquire by purchase, gift, grants, loan or otherwise, lands, structures or facilities, funds or other property in any form, for use in fulfilling or furthering the above objectives;
3. to borrow funds for said purposes, and secure such loans by pledging the credit and assets of the corporation in the form of notes, bonds and mortgages, or otherwise;
4. to enter into options, leases, contracts, employment or personnel, operating or managerial agreement, and all and every other lawful form or type of undertaking,

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whether or not enumerated herein, for the advancement or accomplishment or the basic purposes above set forth; and

5. to establish any lawful relationship that may be deemed beneficial with any other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and that are concerned with similar or related objectives.

B. This corporation shall receive and maintain funds from any source; may use and apply the whole or a part of the principal therefor the income therefrom for charitable, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under the provisions of Section 501(c)(3) of the Code.

C. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

D. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article V.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation

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shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax 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 Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

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ARTICLE VIMEMBERS

Any person may become a member who, from time to time, is a member of St. Paul's Evangelical Lutheran Church of Orlando, Florida, located at 300 E. Church Street, Orlando, Florida 32801, and who further meets the requirements of membership as adopted by the Board of Directors.

ARTICLE VIIMANAGEMENT BY DIRECTORS

The management of this corporation shall be vested in a Board of Directors elected by the members of the Corporation as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The Board of Directors may increase or decrease the number of members on the Board of Directors at any time, except that the Board of Directors shall always consist of at least three (3) persons. Any or all of the directors may be removed with or without cause by the Board of Directors (Church Council) of St. Paul's Evangelical Lutheran Church of Orlando, Florida, Inc. The members of the initial Board of Directors shall be as follows:

Robert Bruckner
909 Sweetbriar Rd.
Orlando, FL 32806

William Carlson
9955 Lake Georgia Dr.
Orlando, FL 32817

Mack Fulmer
1141 Windsong Road
Orlando, FL 32809

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ARTICLE VIII
INDEMNIFICATION

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

ARTICLE IX
TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X
DISSOLUTION OF CORPORATION

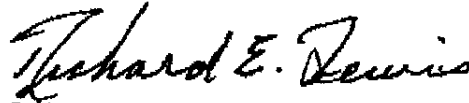
Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

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ARTICLE XIAMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the Bylaws. Members may only amend the Articles of Incorporation upon adoption of a resolution by the Board of Directors setting forth the proposed amendment.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 22 day of November, 2002.

Richard E. LewisACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

Mack FulmerDate: November 22, 2002

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