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CT CORPORATION

March 18, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5810437 SO
Customer Reference 1: 05533-30010
Customer Reference 2: none

Dear Secretary of State, Florida:

Please file the attached:

Village South Holdings, Inc. (FL)
Incorporation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**ARTICLES OF INCORPORATION
OF
VILLAGE SOUTH HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a Not For Profit Corporation under the Not For Profit Corporation Act of the State of Florida, do hereby certify:

ARTICLE I

The name of the corporation is VILLAGE SOUTH HOLDINGS, INC.

ARTICLE II

The principal place of business and mailing address of the corporation is 3180 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE III

The corporation is organized and shall at all times be operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent federal tax laws ("Code")), including, for such purposes, to provide substance abuse treatment, in cooperation with Gateway Foundation, Inc. ("Gateway Foundation"), a corporation formed under the Illinois General Not for Profit Corporation Act and exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code.

ARTICLE IV

The corporation shall have one member designated as the "Corporate Member." The initial Corporate Member shall be Gateway Foundation. The corporation shall have no members other than the Corporate Member. The Board of Directors of the corporation shall be annually elected by the Corporate Member.

ARTICLE V

The number of directors constituting the initial board of directors is three, and the names and addresses of the persons who are to serve as directors are:

Sandra K. Brandt, 2200 Kensington Court, Oak Brook, Illinois 60523-2100
Colin P. Kelly, 2700 Sanders Rd., Prospect Heights, Illinois 60070
Elizabeth Ogilvie Simer, 875 N. Michigan Ave., Chicago, Illinois 60611

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent that the corporation makes a proper election under section 501(h) of the Code, 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.

Notwithstanding any other provision of these articles, the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would

adversely affect its status as an organization described in section 501(c)(3) or as an organization to which contributions are deductible under section 170(c)(2) of the Code.

In the event of dissolution of the corporation, any assets not required for payment of its liabilities and obligations, and not held upon conditions requiring specific transfer or conveyance upon dissolution, shall be transferred or conveyed to Gateway Foundation, provided that Gateway Foundation is then recognized as a tax exempt organization described in section 501(c)(3) of the Code, and further provided that Gateway Foundation has not been dissolved or is not then engaged in the process of dissolution. If Gateway Foundation is then not so recognized as a tax exempt organization, or has been dissolved or is then in the process of dissolution, such assets shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations providing substance abuse treatment services, and which at the time of transfer or conveyance qualifies for exemption from taxation under the provisions of section 501(a) and section 501(c)(3) of the Code.

ARTICLE VII

Amendments to the Articles of Incorporation may be made as follows:

Every amendment shall be approved by a majority of the Board of Directors meeting upon notice and submitted to the Corporate Member for approval. The amendment shall be effective only upon approval by the Corporate Member and its filing and approval by the Secretary of State.

ARTICLE VIII

The name and address of the resident agent of this corporation upon whom process may be served is C T Corporation System, c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE IX

The name and address of the incorporator is:

Michael A. Clark, Esq.
Sidley Austin Brown & Wood
Bank One Plaza
10 South Dearborn, Suite 4400NW
Chicago, Illinois 60603-2397

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System

By: 

Signature/Registered Agent

Date

3-17-2003


Signature/Incorporator

Date

3/14/03

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TALLAHASSEE FLORIDA