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(Requestor's Name)

Roy Peters
405-2 E. Magnolia Ave.
Eustis, FL 32726

(City/State/Zip/Phone #)

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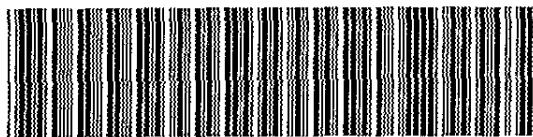
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ARTICLES OF INCORPORATION AND BYLAWS

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be LIVING FOUNTAINS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 405-2 E. Magnolia Ave, Eustis, Florida 32726. The board of directors may at any time or from time to time change the location to another or maintain other offices at such other places.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Section 1-General-The purpose for which the corporation is organized is exclusively for charitable, religious, educational, literary, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2-Specific-The objectives of this corporation are to receive contributions, gifts, bequests, devices, or any other kind of transfer or conveyance of money or property to this Corporation, either outright or in trust as trustees, to administer said sums of money, or said properties, and to apply to the use and benefit of providing affordable housing to middle and lower income families, and to do any and all other things which tend to effectuate and carry out the aims of this corporation, or the non-profit programs it chooses to designate or sponsor.

Section 3- No private inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Sections 1 & 2 hereof.

Section 4-Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 shall be disposed of by a Court of competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

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ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Section 1- The Board of Directors shall consist of a minimum of 3 members consisting of President, Vice-President, Secretary/Treasurer, and other officers as appointed or elected by a majority vote of the Board of Directors. The Board of Directors shall be elected to a term of 2 years by a majority vote of the current board at the time of the annual meeting of the corporation in the year their term expires, and until his or her successor is elected and qualified or until death, resignation, or removal.

Section 2- Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority of the remaining directors at any regular or special meeting of the Board called for that purpose.

Section 3- Duties and Powers. The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporations as provided by law or as herein set forth.

Section 4- Annual Meetings. An annual meeting of the Board shall be held on the first Monday of January at 10:00 a.m. each year for the purpose of electing or appointing directors and officers for the ensuing years and for the transaction of such business as deemed necessary. If said date be a legal holiday, the Board may reschedule.

Section 5- Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and intervals and at such places as may from time to time be determined by resolution of the Board. The Board may authorize the chairman to fix the specific date and place of each such meeting.

Section 6- Special Meetings. Special meetings of the Board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 7- Notice and Waiver. Notice of any special meeting shall be given at least 5 days prior thereto by written notice delivered personally, by mail, by facsimile, or by e-mail to each Director at his/her address. Such further notice shall be given as may be required by law. Meetings may be held without notice if all Directors are present in person or if notice of the time, place, and purpose of such meetings is waived by telegram or other writing, either before or after the holding thereof, by all Directors not present at such meeting.

Section 8- Chairman. The Board may, at its discretion elect a chairman. At all meetings of the Board, the Chairman of the board, if any and if present, shall preside. If there is no Chairman, or he/she is absent, then the President shall preside, and in his absence, a Chairman chosen by the directors present shall preside.

Section 9- Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by the bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 10- Board Action. At all meetings of the Board, each director shall have one vote. Except as otherwise provided by Statute, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 11- Telephone Meetings. Directors may participate in meetings of the Board through use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 12- Resignation and Removal. Any director may resign at any time by giving written notice to another Board member, the President, or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

Section 13- Compensation. No stated salary shall be paid to directors, as such for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation. In any other capacity and receiving compensation therefore.

Section 14-Liability. No director shall be liable for any debt, obligation, or liability of the corporation.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

Roy C. Peters	405 E. Magnolia Ave, Eustis, FL 32726	President
Rayma M. Peters	405 E. Magnolia Ave, Eustis, FL 32726	Vice-President
Keith A. Rilea	15191 S.E. 103 rd . Ave. Summerfield, FL 34491	Secretary/Treasurer

Section 1- Number, Qualification, Election, and Term. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers, as the

Board may from time to time deem advisable. Any officer may hold any two or more offices, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. Any officer may be, but is not required to be a director of the Corporation. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meetings of the Board next succeeding his/her election, and until his/her successor shall have been elected and qualified, or until his/her death, resignation, or removal.

Section 2- Resignation and Removal. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation, or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 3- Vacancies. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

Section 4- Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.

Section 5- Compensation. The officers of the Corporation shall be entitled to such reasonable compensation as the Board shall from time to time determine.

Section 6- Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his/her powers or duties to any other Officer or to any other Director.

Section 7-Liability. No officer shall be liable for any debt, obligation, or liability of the corporation.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** of the registered agent is:

Roy C. Peters 405 E. Magnolia Ave, Eustis, Florida

ARTICLE VII INCORPORATOR

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

Roy C. Peters 405 E. Magnolia Ave, Eustis, Florida

ARTICLE VIII COMMITTEES

Section 1- Committees. The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporation shall keep regular minutes of their proceedings, and report those minutes to the Board of Directors when required.

ARTICLE IX BOOKS, RECORDS AND REPORTS

Section 1- Annual Report. The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

Section 2-Permanent Records. The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings of the corporation. Such records shall be kept at the registered office or the principle place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

ARTICLE X FISCAL YEAR

Section 1- Fiscal Year. The fiscal year of said Corporation shall begin January 1 and end on December 31.

ARTICLE XI AMMENDMENTS

Section 1- Articles of Incorporation. The Articles of Incorporation may be amended by the Board of Directors as provided by law.

Section 2- Bylaws. The bylaws of said Corporation may be amended by the Board of Directors as provided by law.

ARTICLE XII INDEMNIFICATION

Section 1- Indemnification. Any officer, director, or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

ARTICLE XIII MEMBERS

Section 1- Members. The Corporation shall not have members.

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.

Roy C. Peters
Roy C. Peters/Registered Agent

03-14-03
Date

Roy C. Peters
Roy C. Peters/Incorporator

03-14-03
Date

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