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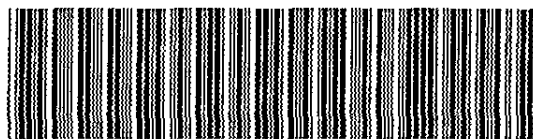
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Special Instructions to Filing Officer:

D. WHITE MAR 27 2003

W037973

Office Use Only



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03/17/03--01085--016 \*\*78.75

FILED  
03 MAR 26 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Marlis J. Spear  
3643 Kingswood Court  
Clermont, Florida 34711**

March 12, 2003

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

Subject: Earth Angels of Clermont, Inc.

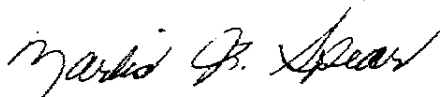
Dear Sir or Madam:

Enclosed please find the following in connection with the above-referenced corporation:

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$78.75 in payment of the following items: (a) \$35.00 for filing fee, (b) \$35.00 for designation of Registered Agent, and (c) \$8.75 for a certified copy.

Thank you for your assistance.

Very truly yours,



Marlis J. Spear

/mjs  
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 19, 2003

MARLIS J. SPEAR  
3643 KINGSWOOD CT  
CLERMONT, FL 34711

SUBJECT: EARTH ANGELS OF CLERMONT, INC.  
Ref. Number: W03000007973

We have received your document for EARTH ANGELS OF CLERMONT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 503A00017016

RECEIVED  
03 MAR 26 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EARTH ANGELS OF CLERMONT, INC.**

FILED  
03 MAR 26 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be EARTH ANGELS OF CLERMONT, INC.

**ARTICLE II - PURPOSE**

The purposes for which this Corporation is organized are to enhance the lives of the Residents of Westminster Care of Clermont by providing items and services not offered or available due to budget constraints of the facility and to engage in fund-raising. The specific purposes of this corporation are:

- A. The purposes for which the Corporation is organized are exclusively benevolent, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any future United States Internal Revenue law.
- B. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other 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, as amended, or the corresponding provisions of any future United States Internal Revenue law.
- C. The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

**ARTICLE III - MEMBERSHIP**

- A. **ACTIVE MEMBERSHIP**. Any natural person is eligible to become an active member of EARTH ANGELS OF CLERMONT, INC., with full participation and other privileges, provided he/she is qualified under such rules as the Officers of the Corporation may provide.

- B. ASSOCIATE MEMBERSHIP. Anyone interested in the activities of the Corporation may be awarded an associate membership under such terms and with such privileges as the Officers of the Corporation may determine.
- C. VOTING. On those issues which may from time to time be brought up for a vote, by the direction of the Board of Directors, each active member shall be entitled to one vote. Proxy voting is permitted.

#### ARTICLE IV – EXISTENCE

The existence of this Corporation shall be perpetual.

#### ARTICLE V – MEETINGS

- A. ANNUAL MEETING. There shall be an annual meeting during the month of April, unless otherwise ordered by the Board of Directors, for voting and transacting other business. Meetings shall be open to all members of the Board of Directors. Notice of these meetings, issued by the Secretary, shall be made to the last recorded address of each member of the Board of Directors, at least ten (10) days before the time appointed for the meeting.
- B. QUORUM. A majority of the members of the Board of Directors who are present at any one meeting shall represent a quorum.

#### ARTICLE VI – ADDRESS

The street address of the initial office of the Corporation shall be 151 East Minnehaha Avenue, Clermont, Florida 34711.

#### ARTICLE VII – DIRECTORS

The method of election of the Directors shall be as stated in the Bylaws. This Corporation shall have five (5) Directors initially, who shall comprise the Executive Committee. The number of Directors may be increased or diminished from time to time, but shall never be less than three (3).

#### ARTICLE VIII – INITIAL DIRECTORS

The names and street addresses of the persons who are to serve as initial Directors of the Corporation are as follows:

DIRECTOR/CHAIRMAN:	Larry Dodge
	1401 W. Highway 50, #54
	Clermont, Florida 34711

DIRECTOR/VICE CHAIRMAN: Marlis J. Spear  
3643 Kingswood Court  
Clermont, Florida 34711

DIRECTOR/SECRETARY: Lydia LaLumia  
3915 Scarborough Court  
Clermont, Florida 34711

DIRECTOR/TREASURER: Linda Lovejoy  
4012 Hammersmith Drive  
Clermont, Florida 34711

DIRECTOR: Lurlene M. Sweeting  
151 E. Minnehaha Avenue  
Clermont, Florida 34711

#### ARTICLE IX - AMENDMENTS TO ARTICLES

These Articles may be amended or repealed, in whole or in part, by a majority vote of the Board of Directors.

#### ARTICLE X - BYLAWS

Bylaws will be hereafter adopted. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the Bylaws shall be binding on all Members, including those who may have voted against them.

#### ARTICLE XI - DISTRIBUTION OF ASSETS

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

#### ARTICLE XII - ANTI-DISCRIMINATION

The corporation does not, nor will not tolerate discrimination based upon race, sex, creed, national origin, physical handicap, or gender in the administration, organization, production, and implementation of any of the Corporation's services, functions or activities.

#### ARTICLE XII - INDEMNIFICATION

Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that

he/she is or was a Director, Officer, or Incorporator of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney fees and disbursements, incurred by him/her (or by his/her heirs, executors, or administrators) in conjunction with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director, Officer, or Incorporator is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, or Incorporator or such heirs, executors or administrators may be entitled apart from this Article.

ARTICLE XIII - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 151 East Minnehaha Avenue, Clermont, Florida 34711, and the name of the initial Registered Agent is Lurlene M. Sweeting.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed to the Articles of Incorporation at Clermont, Lake County, Florida on this 27<sup>th</sup> day of February, 2003.

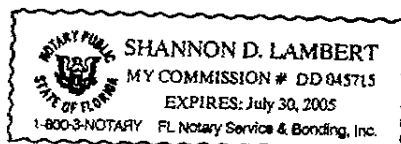
Larry Dodge  
Larry Dodge

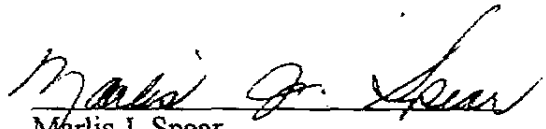
STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared Larry Dodge, ( ) who is to me well known to be the person described in or ( ) who provided as identification, personally known to me, who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clermont, in said County and State, this 27<sup>th</sup> day of February, 2003.

Shannon D. Lambert  
NOTARY PUBLIC  
My Commission Expires: 7/30/2005



  
Marlis J. Spear

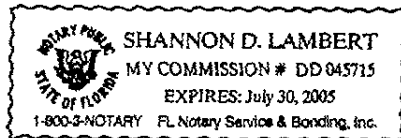
STATE OF FLORIDA  
COUNTY OF LAKE

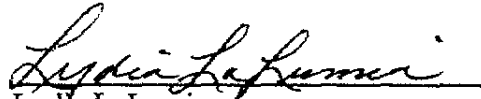
BEFORE ME, the undersigned authority personally appeared Marlis J. Spear, (x) who is to me well known to be the person described in or ( ) who provided as identification, \_\_\_\_\_, who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clermont, in said County and State, this 4th day of March, 2003.

  
NOTARY PUBLIC

My Commission Expires: July 30, 2005




  
Lydia LaLumia

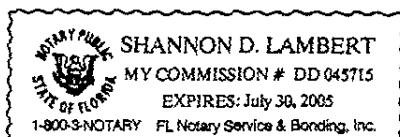
STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority personally appeared Lydia LaLumia, (x) who is to me well known to be the person described in or ( ) who provided as identification, \_\_\_\_\_, who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clermont, in said County and State, this 4th day of March, 2003.

  
NOTARY PUBLIC

My Commission Expires: July 30, 2005





Linda Lovejoy  
Linda Lovejoy

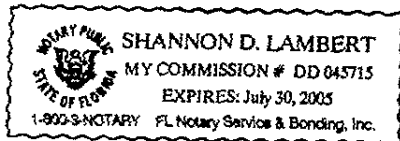
STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority personally appeared Linda Lovejoy, (x) who is to me well known to be the person described in or ( ) who provided as identification, \_\_\_\_\_, who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clermont, in said County and State, this 10<sup>th</sup> day of March, 2003.

Shannon D. Lambert  
NOTARY PUBLIC

My Commission Expires: July 30, 2005



Lurlene M. Sweeting  
Lurlene M. Sweeting

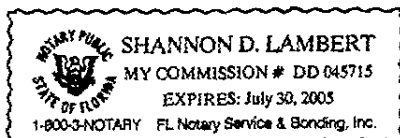
STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority personally appeared Lurlene M. Sweeting, ( ) who is to me well known to be the person described in or (x) who provided as identification, \_\_\_\_\_, who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clermont, in said County and State, this 4<sup>th</sup> day of March, 2003.

Shannon D. Lambert  
NOTARY PUBLIC

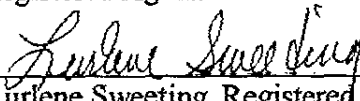
My Commission Expires: July 30, 2005



**CERTIFICATE OF ACCEPTANCE  
OF  
REGISTERED AGENT  
OF  
EARTH ANGELS OF CLERMONT, INC.**

**FILED**  
**03 MAR 26 PM 1:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent. I am familiar with, and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Lurlene Sweeting, Registered Agent

Date: March 4, 2003