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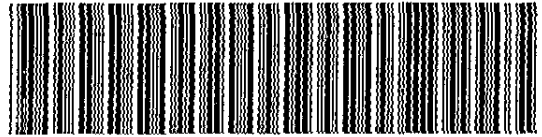
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03 AUG 25 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 8/28

TRANSMITTAL LETTER

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

SUBJECT: Gifford SENIOR HOUSING, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: FRANKLIN M. MILLS
Name (Printed or typed)

573-4TH PL S.W
Address

VERO BEACH FL 32962
City, State & Zip

772-532-0494
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Additional recommendations for change as of 6/6/03 - JCH

**ARTICLES OF INCORPORATION
FOR**

THE Gifford Senior Housing

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03 AUG 25 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

NAME AND PURPOSE

The name of this Corporation is The Gifford Senior Housing Inc., (hereafter referred to as the Corporation).

ARTICLE II

COMMENCEMENT AND DURATION

This Corporation shall commence upon execution of these Articles and shall exist to perpetuity.

ARTICLE III

PURPOSE AND POWERS

Section 2.1 Purposes. The purposes for which the corporation is formed are as follows:

- a. More specifically, but without limitation, this Corporation has the purpose of providing housing service for Seniors of demonstrated need for the Gifford and surrounding area of Indian River County. This Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes.

To cooperate with other charitable organizations through grants and otherwise, which are working to develop a better community and society at large.

b. The purpose of this Corporation is to operate exclusively for literacy, educational, charitable and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, 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 of 1986, as amended.

c. *To receive, maintain and accept as assets of the corporation, any property, whether real, personal or mixed by way of gift, bequest, devise or purpose, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner or shall require the disposition of income or principal to any organization other than a charitable organization or for any purpose other than charitable purposes which would jeopardize the Federal income Tax exemption of this organization pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.*

Section 2.2 Powers. *To accomplish the foregoing purposes the corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued. No part of the income of the Corporation shall be distributed to the members, directors and/or officers of the Corporation.*

ARTICLE IV

OFFICES

The principal and registered office of the corporation shall be located in Indian River County, Florida. The Corporation may have offices at such other places within the State of Florida as the Board of Directors from time to time may determine, or as the affairs of the Corporation may require.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial Registered Office and initial Registered Agent shall be:

:

Franklin M Mills
573 4th Pl SW
Vero Beach Fl 32962

ARTICLE VI
DATA RESPECTING DIRECTORS

6.1 The affairs and property of the corporation shall be managed and governed by a Board of Directors composed of not less than (3) person who shall be elected as provided in the Bylaws of the Corporation.

6.2 The names and addresses of the persons to serve as initial directors are:

Franklin M Mills 573 4th Pl SW
Vero Beach Fl 32962

Kimberly E Massung 1109 Fairfield Lane
Sebastian Fl 32958-5965

Angela Perry 4875 43rd Ave
Vero beach Fl 32967

Brenda Bradley 740 2nd Pl SW
Vero Beach Fl 32962

Ernestine W Williams P O Box 1889
Vero Beach Fl 32961

Godfrey Gipson 4136 57th CT Vero Beach Fl 32967

ARTICLE VII
OFFICERS

6.1 Officers. The names of the officers who shall serve until the first election are as follows:

President	Franklin M Mills
Vice President	Kimberly E Massung
Secretary	Angela Perry
Treasurer	Ernestine W Williams
	Brenda Bradley Godfrey Gipson

ARTICLE VIII
BYLAWS

8.1 Bylaws. The Bylaws of the Corporation may be made altered, amended or rescinded by vote of a majority of the members of the Board of Directors present at a regular meeting of such Board or at a special meeting called for such purpose.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation shall only be made by adoption at a meeting of the Board of Directors by a majority vote of those directors present, or by proxy, at such meeting.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.


ARTICLE XI DISSOLUTION AND LIMITATION

10.1 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation to an organization, or organizations, organized and operated exclusively for charitable, education, literary, religious or scientific purposes which are themselves an exempt organization, or organizations under Section 501 (c) (3) of the Internal Revenue Code *of 1986, as amended* or corresponding provision of any future United States Internal Revenue Law or to the federal government or state or local government for an exclusive public purpose, as the Board of Directors shall determine.

10.2 In the event of dissolution, no part of the Corporation's assets shall inure to the benefit of any officer, director or member of the Corporation.

10.3 Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, *as amended* or corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation on this 21st day of August, 2003.


Franklin M. Mills. Incorporator
STATE of FLORIDA

COUNTY OF: Indian River

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements, personally appeared Deborah Cogossi, to me known to be the person described as a subscriber in and who executed the foregoing

Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 21st day of August 2003.

(Notary Seal)



Connie J. Hill
MY COMMISSION # DD179844 EXPIRES
February 8, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Connie J. Hill
NOTARY PUBLIC
My Commission Expires: 2/8/07

REGISTERED AGENT

The corporation's initial Registered Office and initial Registered Agent at that address shall be:

Franklin M Mills 573 4th Pl SW
Vero Beach FL 32962

ACCEPTANCE

I hereby accept appointment as Registered Agent of the above-named Corporation, and agree to serve as such until, the Directors of the Corporation shall have named my successor and the proper department of the State of Florida notified therefore.

Franklin M. Mills
Franklin M Mills

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03 AUG 25 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA