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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 22 AM 10:33

FILED

Costin and Costin

ATTORNEYS AT LAW
413 WILLIAMS AVENUE
PORT ST. JOE, FLORIDA 32456
TELEPHONE (850) 227-1159
FAX: (850) 229-6957

Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

December 18, 2003

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Friends of the Clifford C. Sims State Veterans Nursing Home, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience. I have enclosed a check in the amount of \$78.75 to cover the fees.

Sincerely,



Kristy Lee

Enclosures

ARTICLES OF INCORPORATION

OF

FRIENDS OF THE CLIFFORD C. SIMS STATE VETERANS NURSING HOME, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit, under Chapter 617, Florida Statutes and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

FILED
03 DEC 2 AM 10:33
RECORDS OF THE
CLERK OF THE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is "FRIENDS OF THE CLIFFORD C. SIMS STATE VETERANS NURSING HOME, INC."

ARTICLE II

A. The specific and primary purposes for which this corporation is formed is to operate for purposes within the meaning of Section 501(C) of the Internal Revenue Code of 1954, Florida Statutes, Chapter 617 and 196, and Articles VII, Section 3 of the Florida Constitution, and to secure and distribute contributions from individuals, corporations, governmental entities and foundations to promote charity.

B. The general purposes and powers are to have and to exercise all rights and powers conferred on non-profit corporations under the laws of Florida, including the power to contract, rent, buy or sell personal or real property; provided, however that this

corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purposes of this corporation. The primary purposes of this corporation is to foster the support of the veterans nursing home by serving as a central agency to solicit and receive donations from individuals and organizations for the purchase of needed items for the veterans home and its residents. The donations solicited will be for the purpose of supplementing and not supplanting funds received by state or federal agencies.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE III

This corporation is organized pursuant to the corporation's not for profit law of the State of Florida. This corporation does not contemplate pecuniary gain or profit to the directors thereof, and it is organized for non-profit purposes.

ARTICLE IV

The principal office for the transaction of the business of this corporation is located at 4419 Tram Road, Springfield, Florida 32404. The registered agent of the corporation is William

R. (Bo) Williams and the registered office at which he is located is 1000 C.G. Costin, Sr. Blvd., Port St. Joe, Florida 32456.

ARTICLE V

The Board of Directors of this corporation will consist of ten (10) members who shall consist of the County Veterans Service Officers as certified by the Florida Department of Veterans Affairs from Bay, Calhoun, Franklin, Gulf, Holmes, Jackson, Okaloosa, Santa Rosa, Walton and Washington Counties in the State of Florida. The initial directors are as follows:

Ray Carroll
2851 Jefferson Street
Marianna, Florida 32448

Amy Simmons
1331 South Boulevard
Chipley, Florida 32428

Don Sumner
647 Jenks Avenue
Panama City, Florida 32401

Silas R. Greene
20859 SE Central Avenue E
Room 4
Blountstown, Florida 32324

William E. Scott
Franklin County Courthouse
33 Market Street
Apalachicola, Florida 32320

William R. (Bo) Williams
1000 CG Costin, Sr. Blvd.
Room 309
Port St. Joe, Florida 32456

Danny W. Woods
812-B South Waukesha Street
Bonifay, Florida 32425

Beatrice Love-Moore
601-A North Peal Street
Suite 100
Crestview, Florida 32536

Frank D. Godwin
6491 Caroline Street
Suite 2
Milton, Florida 32570

Phil McMillian
312 College Avenue
DeFuniak Springs, Florida 32433

ARTICLE VI

The corporation shall have no members, consequently it shall have no classes of membership, nor voting rights of members.

ARTICLE VII

This corporation is not organized, nor shall it be operated for the pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the directors thereof and it is organized solely for non-profit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to purposes set forth and permitted under Section 501 (C) of the Internal Revenue Code and no part of the profits or net income of this corporation shall ever inure to the benefit of any directors or officers thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, the assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non-

profit fund, foundation or corporation which is organized and operated exclusively for purposes under Section 501 (C) of the Internal Revenue Code and which has established its tax-exempt status under Chapter 617, Florida Statutes.

ARTICLE VIII

The corporation shall exist in perpetuity.

ARTICLE IX

A. The officers of the corporation shall consist of a Chairman (President), Vice-Chairman (Vice-President), Secretary, Treasurer (Finance Officer) and such other officers as the Board of Directors may from time to time appoint.

B. The officers of the corporation shall be elected annually in accordance with the By-Laws. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until the successor officer shall have been duly elected and qualified in accordance with the By-Laws.

C. The officers who will serve until the first election of officers:

Ray Carroll	Chairman
Amy Simmons	Vice-Chairman
_____	Secretary
_____	Treasurer

ARTICLE X

The By-Laws of this corporation may be made, amended or

rescinded by the Board of Directors.

ARTICLE XI

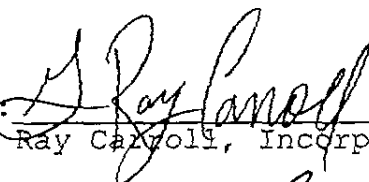
Amendments to the Articles of Incorporation of this corporation may be proposed and adopted as follows:

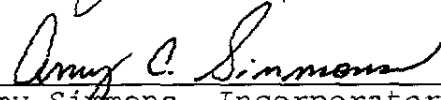
1. Any director may propose amendments to the Articles of Incorporation by giving written notice of the proposed amendment to all Directors of the corporation at least five (5) days prior to any regular meeting by hand delivery or by certified receipt return; provided, receipt is within five (5) days of said special meeting.

2. Duly proposed amendments shall be adopted only by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. A quorum shall be as set forth in the By-Laws.

IN WITNESS WHEREOF, the undersigned, being persons hereinabove named as the first Directors, have executed these Articles of Incorporation on the 8 day of December, 2003.

**FRIENDS OF THE CLIFFORD C. SIMS
STATE VETERANS NURSING HOME, INC.**

By: 
Ray Carroll, Incorporator

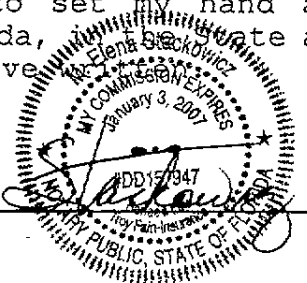
By: 
Amy Simmons, Incorporator

STATE OF FLORIDA
COUNTY OF Jackson

BE IT REMEMBERED that on this 8 day of December, 2003, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **RAY CARROLL**, who is personally known to me or who produced _____ as identification, the incorporator signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporator and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, _____ State and County aforesaid on the day and year first above.

M. Elena Black
Notary Public



STATE OF FLORIDA
COUNTY OF Washington

BE IT REMEMBERED that on this 10th day of December, 2003, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **AMY SIMMONS**, who is personally known to me or who produced _____ as identification, the incorporator signing the articles in the above corporation and she acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporator and that the facts therein set are truly set forth and that she desires to associate herself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.

Susan Lawson
Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that **FRIENDS OF THE CLIFFORD C. SIMS STATE VETERANS NURSING HOME, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Springfield, Bay County, Florida, has named **WILLIAM R. (BO) WILLIAMS**, 1000 CG Costin, Sr. Blvd., Port St. Joe, Florida 32456, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


WILLIAM R. (BO) WILLIAMS
Registered Agent
1000 C.G. Costin, Sr. Blvd.
Port St. Joe, Florida 32456