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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Marian Manor, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

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_____ Corp Record Search _____

_____ Officer Search _____

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_____ Fictitious Owner Search _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MARIAN MANOR, INC.

ARTICLE I
NAME

The name of this corporation is **MARIAN MANOR, INC.**, (hereinafter referred to as "the Corporation).

ARTICLE II
DURATION

The corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1000 Pinebrook Road, Venice, FL 34285, and the name of the initial registered agent of this corporation is JOSEPH A. DIVITO, and the address of the registered agent is 4514 Central Avenue, St. Petersburg, Florida 33711.

ARTICLE IV
PURPOSE

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- (A) To provide housing for those persons in the community of Charlotte County need of quality and affordable housing. Such housing shall include, but not be limited to, housing for low income families; low income elderly; migrant farm workers, and other individuals with special needs, with a special emphasis on housing for the homeless. Such purpose shall also include, but not be limited to, the ability to construct, rehabilitate, or otherwise develop housing facilities and manage the same.
- (B) The corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

- (C) The Corporation is irrevocably dedicated to and operated exclusively for non-profit 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 V

POWERS

The Corporation is empowered:

- (A) To buy, own, sell, convey, assign, mortgage or lease or encumber any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof.
- (B) To borrow money and issue evidence of indebtedness, as well as receive grants from private or public funding sources in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (C) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation as permitted non-profit corporations under Chapter 617 of the Florida Statutes.
- (D) In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any or future law, or to the Federal, State or local government for exclusive public purpose.
- (E) Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

DIRECTORS AND MEMBERS

- (A) Members - The members of the Corporation shall be established in accordance with the By-laws.

- (B) Directors - The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation need not be members of the Corporation. The names and post office addresses of the persons who shall serve as initial Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Volodymyr Smeryk	1000 Pinebrook Road Venice, FL 34285
Peter Routsis-Arroyo	1000 Pinebrook Road Venice, FL 34285
Sr. Cathy Buster	1000 Pinebrook Road Venice, FL 34285
Jack Martin	1000 Pinebrook Road Venice, FL 34285
Ana Romillo	1000 Pinebrook Road Venice, FL 34285
Dr. Joseph Ravelli	1000 Pinebrook Road Venice, FL 34285
Mary Ann Carroll	1000 Pinebrook Road Venice, FL 34285
Judy Fogarty	1000 Pinebrook Road Venice, FL 34285
Robert Johnson	1000 Pinebrook Road Venice, FL 34285

Directors shall serve without compensation.

Directors shall be elected in accordance with the By-laws.

ARTICLE VII **OFFICERS**

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall

serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one year.

ARTICLE VIII
SUBSCRIBERS

The subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Peter Routsis-Arroyo	1000 Pinewood Road Venice, FL 34285

ARTICLE IX
BY-LAWS

By-Laws of the Corporation may be adopted, made, altered, or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles, subject to approval of the membership.

ARTICLE X
AMENDMENTS

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Any Amendment must be approved by the membership.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 13 day of December, 2004.



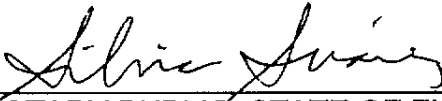
PETER ROUTSIS-ARROYO

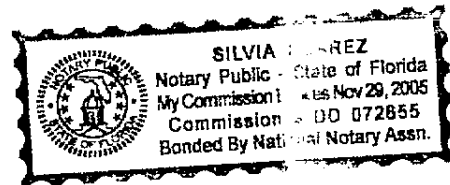
STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PETER

ROUTSIS-ARROYO who is personally known to me and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.

WITNESS my hand and official seal on the 13th day of December, 2004.

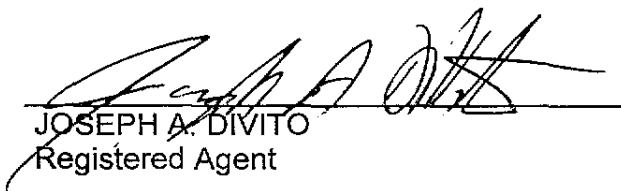

NOTARY PUBLIC, STATE OF FLORIDA
Print Name: SILVIA SUAREZ
My Commission Expires:



ACCEPTANCE BY DESIGNATED REGISTERED AGENT

MARIAN MANOR, INC., having designated JOSEPH A. DiVITO as its Registered Agent at the address located at 4514 Central Avenue, St. Petersburg, Florida, and JOSEPH A. DiVITO, as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 13 day of December, 2004.


JOSEPH A. DiVITO
Registered Agent