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05/31/05--01053--004 **78.75

RECEIVED
05 MAY 31 PM 2:42
STATE
INTEGRATION
FLORIDA

05 APR 20 PM 2:39
TALLAHASSEE, FLORIDA

GEORGE V. MATLOCK

LAW OFFICES

1545 Raymond Diehl Road, Suite 250
Tallahassee, Florida 32308
email: george.v.matlock@gulfatlantic.com

Tel: (850) 205-1387
Fax: (850) 386-1443

Toll Free: (800) 724-7438

May 31, 2005

Via Hand Delivery

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399


Re: St. Johns Village, Inc.

Gentlemen:

Enclosed for filing is an original and one copy of Articles of Incorporation for the above Not-For-Profit corporation. I also have enclosed a check in the amount of \$78.75, representing the applicable filing fee of \$70.00 plus the \$8.75 fee for a certified copy.

I request that you call my office to pick up the filed Articles when ready. Thank you for your assistance.

Sincerely,


George V. Matlock

Enclosures

GEORGE V. MATLOCK

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Tallahassee, Florida 32308
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Toll Free: (800) 724-7438

June 6, 2005

Via Hand Delivery

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: St.John's Village of Gulf County, Inc.

Gentlemen:

Enclosed for filing is an original and one copy of Articles of Incorporation for the above not-for-profit corporation. The Articles are being resubmitted for filing due to the previous name's unavailability. I also enclose a copy of the letter from the Division which accompanied our returned filing on May 31.

I request that you call my office to pick up the filed Articles when ready. Thank you for your assistance.

Sincerely,


George V. Matlock

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 31, 2005

GEORGE V MATLOCK
1545 RAYMOND DIEHL RD
STE 250
TALLAHASSEE, FL 32308

SUBJECT: ST. JOHN'S VILLAGE, INC.
Ref. Number: W05000026956

We have received your document for ST. JOHN'S VILLAGE, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P02000033564 (ST. JOHN VILLAGE, INC.).

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) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 805A00038703

RECEIVED
05 JUN -8 PM 2:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ST. JOHN'S VILLAGE OF GULF COUNTY, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
05 APR 20 PM 2:39
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes, and certify as follows:

**Article I
Name**

The name of the corporation is St. John's Village of Gulf County, Inc. (hereinafter the "corporation").

**Article II
Principal Office**

The address of the initial principal office of the corporation and its mailing address is Post Office Box 266, Wewahitchka, Florida 32465.

**Article III
Purposes of the Corporation**

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

1. The corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the provision of housing to meet the physical, emotional, recreational, social, religious and other needs of the elderly population of Northwest Florida and the surrounding areas.

**Article IV
Powers of the Corporation**

The corporation is empowered:

1. To buy, own, sell, assign, mortgage, or lease 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 III hereof.
2. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use,

apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

3. To borrow money and issue evidence of indebtedness 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.
4. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article V Limitation

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 actually rendered and to make payments and distribution in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

Article VI Dissolution of the Corporation

Upon dissolution of the corporation, all of the remaining assets of the Corporation shall be distributed only to one or more qualified organizations within the community created and operated for one or more of the exempt purposes described in Article III hereof, or if none, to such qualified organization or organizations as the board of directors shall determine exclusively for charitable, scientific or educational purposes. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article VII Bylaws

Bylaws of the corporation may be adopted 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 of Incorporation.

Article VIII Members; Board of Directors; Officers

1. The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock. If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).
2. There shall be a board of directors consisting of at least three individuals. The initial directors are as set forth in these Articles of Incorporation. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The names and addresses of the persons who are to serve as the initial directors are:

Alan McNair
P.O. Box 266
Wewahitchka, FL 32465

Jerry Huft
P.O. Box 595
Wewahitchka, FL 32465

James Townsend
Post Office Box 633
Port St. Joe, FL 32465

3. The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article IX Indemnification & Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are

immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**Article X
Incorporator**

The name of the incorporator of these Articles of Incorporation is George V. Matlock, 1545 Raymond Diehl Road, Suite 250, Tallahassee, Florida 32308.

**Article XI
Registered Office & Registered Agent**

The initial registered office of the Association is 1545 Raymond Diehl Road, Suite 250, Tallahassee, Florida 32308, and the initial registered agent at that address is George V. Matlock.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of JUNE, 2004.

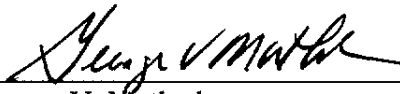


George V. Matlock

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 6th day of JUNE, 2005.



George V. Matlock
Registered Agent