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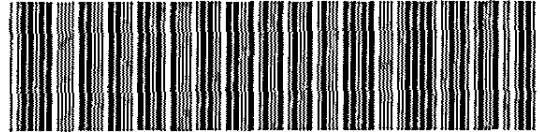
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**ARTICLE I:**

NAME:

The name of the corporation shall be: A-1 Healthcare of Jacksonville, Inc.

**ARTICLE II:**

PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be:  
3323 Martha Street  
Jacksonville, Florida 32209

**ARTICLE III:**

PURPOSE FOR WHICH CORPORATION IS ORGANIZED:

This organization is organized exclusively for charitable and educational purposes to bring restoration and health to man's spirit, soul and body by providing a nurturing, "group home" environment for individuals with developmental disabilities and Medicaid-sponsored community-based programs and services including assisted and independent living support programs, in-home health services and adult day training; to establish an institution that will be a place of healing, hope and refuge for individuals with disabilities, a place where abilities are emphasized. To this end, the organization shall at all times be operated exclusively to engage in any lawful act or activities that are for charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter 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 now enacted or hereafter amended. All funds, whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV:**

THE MANNER IN WHICH THE DIRECTORS ARE ELECTED OR APPOINTED:

During the first annual meeting, three (3) Directors shall be elected for a term of one (1) year; two (2) Directors for a term of two (2) years; and two (2) Directors for a term of three (3) years. At each annual meeting thereafter, the members shall elect for a term of three (3) years the number of Directors whose terms of office have expired. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or removed as provided in the bylaws.

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## **ARTICLE V**

### **MEMBERSHIP/BOARD OF DIRECTORS**

The organization shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The number of Directors constituting the first Board of Directors is five, their names and addresses being as follows:

Paulette Wilson (President)- 3034 Imperial Street, Jacksonville, Florida 32254  
Raynell Turner (Vice President)- 1017 Turtle Creek Dr. S., Jacksonville, Florida 32218  
Felicia Felton (Secretary)- 2401 Jammes Road Apt 8, Jacksonville, Florida 32210  
Nicole Simmons (Treasurer)- 1214 Labelle Street #263, Jacksonville, Florida 32205  
Betty Bean (Chairman) – 3541 Oleander Street, Jacksonville, Florida 32254

## **ARTICLE VI:**

**THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT**  
IS: Janice Williams, 3323 Martha Street, Jacksonville, Florida 32209.

## **ARTICLE VII:**

**THE NAME AND ADDRESS OF THE INCORPORATOR IS:** Janice Williams, 3323 Martha Street, Jacksonville, Florida 32209.

## **ARTICLE VIII**

### **EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the organization:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry

on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization will insure that Section 1.501 (c) (3)-1 (d)(1)(ii) of the Income Tax Regulations which states that an organization must serve public interest to qualify for tax exempt status, will be complied with in all interests and activities.

#### ARTICLE IX

THE DURATION OF THE ORGANIZATION'S EXISTENCE SHALL BE: perpetual.

#### ARTICLE X

PERSONAL LIABILITY: No officer, or Director of this organization shall be personally liable for the debts or obligations of this organization of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE XI

DISSOLUTION: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XII

THE EFFECTIVE DATE FOR THIS CORPORATION SHALL BE: 07/19/2005.

Ganice V. Williams  
(Signature of Registered Agent)

7-20-05  
(Date)

Ganice V. Williams  
(Signature of Incorporator)

7-20-05  
(Date)

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