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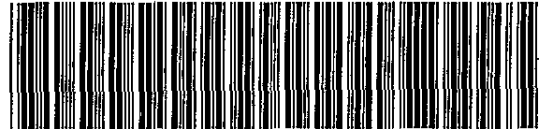
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Hazel R. Phillips Center for Assisted Living, 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: Harold Phillips
Name (Printed or typed)

5840 Briley Ave.
Address

Jacksonville, FL 32208
City, State & Zip

904-713-8652
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

Hazel R. Philips Center For Assisted Living, Inc.
(Organized under the nonprofit corporation laws of Florida)

ARTICLES OF INCORPORATION
OF
HAZEL R. PHILIPS CENTER FOR ASSISTED LIVING , INC.
(Organized under the nonprofit corporation laws of Florida)

In Compliance with Chapter 617, F.S., (Not For Profit)

ARTICLE I – NAME

The name of the Corporation shall be **Hazel R. Phillips Center for Assisted Living, Inc.**

ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The place in this state where the principal office of the Corporation is to be located is the City of Jacksonville, Duval County, Florida. The principal place of business and mailing address of this Corporation shall be:

Hazel R. Phillips Center for Assisted Living, Inc.
5840 Briley Avenue
Jacksonville, Florida 32208

ARTICLE III – PURPOSES

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes, including such purposes, the making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The specific purposes for which the Corporation is organized are described as follows:

Hazel R. Phillips Center for Assisted Living, Inc. is specifically organized as a non-profit, independent, faith-based organization with the purpose of providing a special combination of housing, personalized supportive services and health care designed to meet the needs-both scheduled and unscheduled-of those who need help with the basics of daily living.

The purposes of the Corporation shall be educational, social, and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, as the same may be amended.

Moreover, the Corporation shall provide services in a manner that is beneficial to the public interest. Namely, for providing cost effective quality care, fostering independence for individuals, nurturing the spirit of each resident, provide a safe and secure environment for those who are unable to care for themselves at an optimal level.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

More particularly, the Corporation is organized to perform charitable activities and services, the primary purpose of which is providing for special spiritual, moral, ethical, cultural and social benefits to persons with mental and physical challenges that would ultimately contribute to the development of strong persons who have their dignity and a firm resolve to enjoy high quality life.

ARTICLE IV – REGISTERED AGENT

The registered agent of the Corporation shall be the President of Hazel R. Phillips Center for Assisted Living, Inc.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The *initial* registered office of Hazel R. Phillips Center for Assisted Living, Inc.

5840 Briley Avenue
Jacksonville, Florida 32208

The name of the *initial* registered agent of the Corporation at the address is the Founder and President: Harold Philips.

ARTICLE VI – INCORPORATORS

The names and addresses of the persons, who are the incorporators of Hazel R. Phillips Center for Assisted Living, Inc. are:

<u>Name</u>	<u>Address</u>
Harold Phillips, Incorporator	5840 Briley Avenue Jacksonville, Fl

ARTICLE VII – BOARD OF DIRECTORS

The names and addresses of the persons who are the *initial* officers and members of the Board of Directors of Hazel R. Phillips Center for Assisted Living, Inc. are:

<u>Name</u>	<u>Address</u>
Harold Phillips, President	
, <i>Vice President</i>	
, <i>Secretary</i>	
, <i>Treasurer</i>	

, *Member*

, *Member*

ARTICLE VIII – PRESIDENT

The Founding President of the Corporation shall be the following named person whose address shall be the same as the initial principal office of the Corporation as set forth in Article II hereof: *Harold Philips,*.

ARTICLE IX – MANNER OF ELECTION OF OFFICERS AND DIRECTORS

The manner in which the Officers and Directors are elected or appointed is as follows: The method of election of directors will be expressed and explained within the Corporation By Laws.

ARTICLE X – CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE XI – MEMBERSHIP

The persons so named in Article VII hereof, will constitute the official Board of Directors as well as the *initial* members of Hazel R. Phillips Center for Assisted Living, Inc. Ex-officio directors, non-voting Directors and Advisors will be elected in accordance with the By Laws of the Corporation.

ARTICLE XII - MEMBERSHIP QUALIFICATIONS

Hazel R. Phillips Center for Assisted Living, Inc., as a faith-based organization, shall be open for activities to persons who follow the guidelines and By Laws established by the organization's official Board of Directors/Trustees.

Members shall be approved by the Board of Directors and expected to subscribe to the policies of the Corporation: The members of this Corporation shall be the persons who, from time to time, are the members of the Board of Directors of this Corporation.

Members and participants must exhibit a showing of interest in a better quality of life for persons who are clients of the Center, by maintaining positive attitudes toward the methodologies, services and wellness strategies implemented to restore dignity and a sense of hope to Center residents .

ARTICLE XIII – VOTING RIGHTS

Any person who has been accepted as a member of Hazel R. Phillips Center for Assisted Living, Inc., has the right and privilege to participate in the activities thereof. Each member shall have one vote.

ARTICLE XIV – MEMBERSHIP RIGHTS AND OBLIGATIONS

Membership in this Corporation is personal and is not transferable or assignable.

Members shall be free to relinquish their membership at their discretion. A voting member may choose resign his membership as a member of this Corporation as is further discussed in the By Laws of the Corporation.

Participation in a lifestyle contrary to the By Laws of Hazel R. Phillips Center for Assisted Living, Inc., and its activities is reason enough for dismissal or termination of membership, until such time as the governing board shall determine appropriate.

The governing board shall be free to terminate or revoke a member's membership and rights to activities at any time at its discretion. The determination by the Board of Directors, that such termination of membership would be in the best interests of the Corporation may be without cause, except as otherwise stated in the Corporation By Laws.

ARTICLE XV – CONSTITUTION AND BY LAWS

In order to insure the discipline of order, Hazel R. Phillips Center for Assisted Living, Inc., shall establish a Constitution and By Laws.

ARTICLE XVI – POLITY AND ACCOUNTABILITY

Hazel R. Phillips Center for Assisted Living, Inc., while maintaining its inherited rights to sovereignty in the conduct of its own affairs, this organization may voluntarily enter into joint ventures with other corporations.

ARTICLE XVII – CONFLICT OF INTEREST POLICY

Any director, officer, or employee who has an interest in contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such persons must not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such persons may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the absenteeism from voting and participation, and whether a quorum was present.

ARTICLE XVIII – LIMITATIONS AND PROHIBITIONS

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited, are as follows:

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 rendered and to make payments and distributions in the furtherance of the purposes set forth in Article III hereof.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Moreover, notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE XIX – PROHIBITIONS AGAINST POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and Corporation shall not participation in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XX – SETTLEMENT OF DISPUTES

The Corporation agrees that it will settle internal disputes in accordance with the criterion, corporate policy, guidelines, and directives as set forth in and regulated by the authority of the By Laws of Hazel R. Phillips Center for Assisted Living, Inc.

ARTICLE XXI – DEDICATION AND DISTRIBUTION OF ASSETS

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article III hereof, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE XXII – DISTRIBUTION OF PROFITS

The Corporation is not organized for pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the personal benefit of any director or individual. The balance, if any, of all monies received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation, of whatever kind or nature, shall be issued and distributed exclusively for nonprofit purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE XXIII – LIABILITIES FOR DEBTS

Neither the members, officers, nor the members of the Board of Directors of Hazel R. Phillips Center for Assisted Living, Inc. shall be personally liable for the debts of the Corporation.

ARTICLE XXIV – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

More specifically, in the event of corporate dissolution, the residual assets of the Corporation, Hazel R. Phillips Center for Assisted Living, Inc., will be dedicated to, a public charity pursuant to the classifications of section 509(a)(1) and 170(b)(1)(A)(i) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, that qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 XXV – TERM OF EXISTENCE

The Corporation shall have a perpetual existence. The Corporate existence commenced on July 20, 2005, the date of approval of the Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE XXVI – AMENDMENT

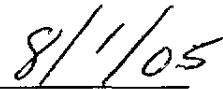
The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved to a Members' Meeting by a majority of the Members, unless all Directors and all Members sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XXVII - EFFECTIVE DATE

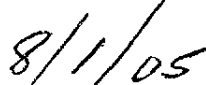
These Articles of Incorporation of Hazel R. Phillips Center for Assisted Living, Inc. shall be effective immediately upon approval of the Secretary of State, State of Florida.

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


Signature/Registered Agent


Date


Signature/Incorporator


Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA