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# FLORIDA NON-PROFIT CORPORATION

Finnish-American Rest Home Foundation, Inc.

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## ARTICLES OF INCORPORATION

OF

## FINNISH-AMERICAN REST HOME FOUNDATION, INC.

## A Florida Not-For-Profit Corporation

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not-For-Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

#### NAME ARTICLE I

The name of the corporation shall be: Finnish-American Rest Home Foundation, Inc. (the "Corporation").

#### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

1800 South Drive Lake Worth, FL 33461

#### ARTICLE III **PURPOSES**

- The primary purpose is to (i) own and manage intangible property, including stocks, bonds, cash and the like, and (ii) to periodically disburse monies to the Finnish-American Rest Home, Inc., a Florida not-for-profit corporation (the "Finnish-American Rest Home"), pursuant to the term of that certain 2005 Agreement by and between the Corporation, the Finnish-American Rest Home, the Finnish-American Equipment Company, Inc., a Florida notfor-profit corporation, and the Finnish-American Land Company, Inc., a Florida not-for-profit corporation.
- The general purposes are to have and exercise all rights and powers conferred on not-for profit corporations under Chapters 617 and 701 of the Florida Statutes, including the power to contract, and buy or sell personal or real property, provided however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.
- The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in

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Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

- 4. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.
- 5. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.
- 6. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law.
- 7. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors and the bylaws of the Corporation shall determine.

### ARTICLE IV DIRECTORS

The directors of the Corporation shall constitute such persons as, from time to time hereafter, are elected, in the manner provided in the bylaws of the Corporation.

## ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

Mr. Ronald Ponzoli, Esq. One Clearlake Centre, suite 1504 250 Australian Avenue South, West Palm Beach, FL 33401-5016

## ARTICLE VI INCORPORATORS

The name and address of the Incorporators are:

Sylvia Skillin 1206 So. Lake Drive #403 Lantana, FL 33462

Seppo Palokas 1102 S. Oakridge Circle Lantana, FL 33462

> Silja Tuutti 722 Ridge Drive Lantana, FL 33462

Tapio Salin 177 Executive Circle Boynton Beach, FL 33436

Heimo Forster 1800 South Drive Lake Worth, FL 33461



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 of act in this capacity.

Ronald Ronzoli

Date: 10 17 0

Sylvia Skillin, Incorporator

Date: 10-05

Seppo Palokas, Incorporator

Date: 10-10-05

Silja Toutti, Incorporator

Date: 10-10-05

Tapio Salin, Incorporator

Date: 10-10-0)

Heimo Forster, Incorporator

Date: 10-10-05