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FLORIDA PROFIT/NON PROFIT CORPORATION

Afforda Assisted Living, Inc.

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6-22-06
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FROM

.....(WED) 6-21-06 12:33/ST. 12:32/NO. 4863333916 P 2

**ARTICLES OF INCORPORATION
AFFORDA ASSISTED LIVING, INC.
(A Florida Corporation, Not-for-Profit)**

The undersigned incorporator hereby adopts these Articles of Incorporation in order to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes Chapter 617*).

ARTICLE I. NAME

The name of the Corporation is Afforda Assisted Living, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office (and mailing address) of the Corporation is located at 632 Apalachee Circle N.E., St. Petersburg, Florida 33702.

ARTICLE III. PURPOSE

The purposes of the Corporation shall be exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Code") and the purposes of the Corporation are limited exclusively to public purposes, such as the following:

- a. To perform, foster and support acts of charity benefiting the elderly by meeting their special needs with regards to affordable assisted living;
- b. To offer assisted living accommodations that are affordable to a broader segment of the elderly population in the community served;
- c. To promote education and establish educational programs for residents, residents' families and staff;
- d. To cooperate with other assisted living, healthcare organizations, welfare agencies or governmental organizations; and
- e. To promote and encourage the establishment of facilities which will provide affordable assisted living.

In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section

501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE IV. POWERS

Except as limited by these Articles of Incorporation, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE V. LIMITATION ON ACTIVITIES

Section 1. All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that the Corporation may pay reasonable compensation for services rendered and make distributions and payments in furtherance of the purposes set forth in Article III hereof). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf or in opposition of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or any organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any member, Director or officer, and the private property of any subscriber, member, Director or officer shall not be liable for the debts of the Corporation.

Section 4. In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Code it shall not:

FROM

(WED) 6.21.06 12:34/ST. 12:32/NO. 4863333916 P 4

- a. fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- b. engage in any act of self-dealing as defined in section 4941(d) of the Code;
- c. retain any excess business holdings as defined in Section 4943(c) of the Code;
- d. make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- e. make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VI. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. MANNER OF ELECTION OF DIRECTORS

Section 1. The number of Directors of the Corporation shall be not less than three (3). The number may be changed from time to time as provided in the Bylaws of the Corporation.

Section 2. Directors shall be elected for the term of office as provided in the Bylaws of the Corporation.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of this Corporation is 632 Apalachee Circle N.E., St. Petersburg, Florida, 33702.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is James E. Grobmyer.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of this Corporation is James E. Grobmyer, 632 Apalachee Circle N.E., St. Petersburg, Florida 33702.

ARTICLE X. DISSOLUTION

Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, in whole or in part, the Corporation's Board of Directors shall, after paying or

FROM

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(WED) 6.21'06 12:34/ST. 12:32/NO. 4863333916 P 5
GROBMYER ASSOCIATES PAGE 02

making provision for the payment of all of the liabilities of the Corporation, including costs and expenses of such dissolution, dispose of all of the remaining assets of the Corporation by either (a) using them exclusively for the exempt purposes of the Corporation; or (b) distributing them to an organization or organizations that are organized and operated exclusively for religious, charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 170(c)(2) of the Code, as the Board of Directors shall determine. None of the assets shall be distributed to any member, officer or Director of this Corporation. Any assets not so disposed of shall be disposed of by a court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of June, 2006.


James E. Grobmyer

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated above, the undersigned hereby acknowledges that it is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.


James E. Grobmyer, Registered Agent