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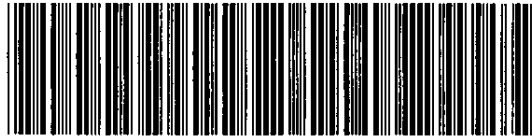
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W08-1750

## COVER LETTER

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

**SUBJECT:** Aurora Southern Senior 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

~~# 88.75~~  
☒ ~~\$87.50~~  
Filing Fee,  
Certified Copy  
& ~~Certificate~~  
~~Copy~~

**ADDITIONAL COPY REQUIRED**

**FROM:** Charles E. Elrod III, Esq. - Miller & Martin PLLC  
Name (Printed or typed)

1170 Peachtree St., NE - Suite 800  
Address

Atlanta, Georgia 30309-7706  
City, State & Zip

404-962-6470  
Daytime Telephone number

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



ATTORNEYS AT LAW

SUITE 800  
1170 PEACHTREE STREET, N.E.  
ATLANTA, GEORGIA 30309-7649  
(404) 962-6100  
FAX (404) 962-6300

Charles E. Elrod III  
Direct Dial (404) 962-6470  
Direct Fax (404) 962-6340  
celrod@millermartin.com

January 10, 2008

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Aurora Southern Senior Living, Inc.

Dear Sir/Madam:

Enclosed is an original and a conformed copy of Articles of Incorporation for Aurora Southern Senior Living, Inc. and a check in the amount of \$88.75 covering associated filing and copy fees (\$35 Filing fee, \$35 Registered Agent Designation fee, \$8.75 for Certified Copy, and \$10.00 for the mail-in fee). We would appreciate your filing the document and returning the certified copies to us in the addressed Federal Express envelope that also is enclosed.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to be 'C. Elrod' with a stylized flourish at the end.

Charles E. Elrod III

CEE/rap  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
AURORA SOUTHERN SENIOR LIVING, INC.**

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of the nonprofit corporation is Aurora Southern Senior Living, Inc. ("Corporation").

2. Initial Principal Office and Mailing Address. The Corporation's initial principal office shall be 6234 Laurel Creek Trail, Ellenton Florida 34222, and the Corporation's mailing address shall be P.O. Box 848, Bradenton, Florida 34206.

3. Duration. The period of this Corporation's duration shall be perpetual.

4. Purposes and General Power. This Corporation is organized exclusively for charitable and religious purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States tax code). The primary purpose of the Corporation is to provide senior services and housing programs, and Corporation shall participate in no activity which shall not be directly in furtherance of said primary purpose.

Incident to this primary purpose, the Corporation, through the development, financing, construction, ownership and operation of an assisted living facility, intends to promote the availability of appropriate services for elderly individuals in the least restrictive and most homelike environment, and to promote the dignity, individuality, privacy, and decision-making ability of such persons, and to provide for the health, safety, and welfare of such individuals

This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Code, (ii) a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 170(c)(2)], as amended, or of corresponding provisions of any future United States Internal Revenue Code.

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, nor intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

5. Directors. The Corporation shall be managed by a board of directors, and the Corporation shall have no less than (3) directors, or such other minimum number as may be otherwise required by law. The specific number of directors, as well as the method by which the directors are to be elected, appointed, and removed shall be stated in the Corporation's Bylaws.

6. Initial Board of Directors. The names and street addresses of the initial directors of this Corporation are:

Ezio A. Aleppo  
P.O. Box 848  
Bradenton, Florida, 34206

Kimberley J. Aleppo  
P.O. Box 848  
Bradenton, Florida 34206

Brian C. Hines  
P.O. Box 848  
Bradenton, Florida 34206

Alan A. Hodges  
P.O. Box 848  
Bradenton, Florida 34206

7. Corporation Without Members. The Corporation shall have no members.

8. Initial Registered Office and Agent. The street address of this Corporation's initial registered office and the name of its registered agent at that office shall be:

Ezio A. Aleppo  
6234 Laurel Creek Trail  
Ellenton, Florida 34222

9. Incorporator. The name and street address of the initial Incorporator signing these Articles of Incorporation is:

Ezio A. Aleppo  
6234 Laurel Creek Trail  
Ellenton, Florida 34222

10. Bylaws. Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the directors.

11. Indemnification. The Corporation shall indemnify any officer, director, employee and/or agent (present or former), from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said officer, director, employee and/or agents, in his/her capacity as such, to the full extent permitted by law.

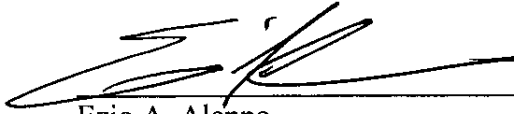
12. Earnings: Dissolution Activities. All net earnings of the Corporation shall inure to the benefit of, and be distributed in accordance with the purposes of the Corporation as set forth in Article 4 of these Articles. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to non-exempt members, or to 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 furtherance of the purposes set forth in Article 4 hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 170(c)(2)], as amended, or of corresponding provisions of any future United States Internal Revenue Code.

Upon dissolution of the Corporation, the directors, shall, after paying or making

provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of this Corporation to the Church, provided that the Church shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Law. In the event the Church is not active at the time of the dissolution of this Corporation, the Board of Directors shall dispose of all assets of this Corporation to another church or churches which is/are similar to the Church and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 of such purposes.


IN WITNESS WHEREOF, the undersigned Incorporator, acting on behalf of the Corporation, has executed these Articles of Incorporation this 8<sup>th</sup> day of January, 2008.

**INCORPORATOR**

  
\_\_\_\_\_  
Ezio A. Aleppo

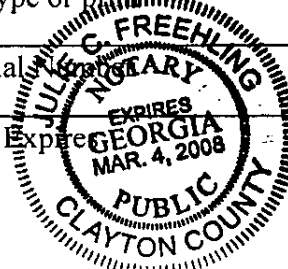
STATE OF ~~FLORIDA~~ Georgia  
COUNTY OF Fulton

The foregoing Articles of Incorporation were sworn to and subscribed before me this 8<sup>th</sup> day of January, 2008 by Ezio A. Aleppo, who is personally known to me or has produced Driver License (type of identification) as identification, and who did take an oath.

  
\_\_\_\_\_  
Notary Public Signature  
Julie C. Freehling  
\_\_\_\_\_  
Notary Name – type or print

Commission/Serial No. \_\_\_\_\_

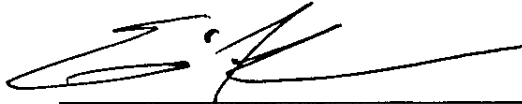
My Commission Expires \_\_\_\_\_



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for Aurora Southern Senior Living, Inc. a<sup>+</sup> the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent. The undersigned hereby further state that it is familiar with, and accepts, the obligations of that position.

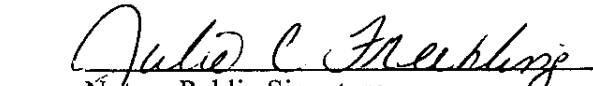
Executed this 8<sup>th</sup> day of January, 2008.



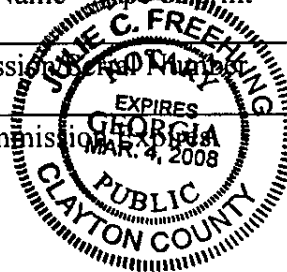
Ezio A. Aleppo

STATE OF ~~FLORIDA~~ Georgia  
COUNTY OF Fulton

The foregoing Acceptance of Appointment as Registered Agent was sworn to and subscribed before me this 8<sup>th</sup> day of January, 2008 by Ezio A. Aleppo, who is personally known to me or has produced Driver (type of identification) as identification, and who did take an oath.  
License

  
Notary Public Signature -  
Julie C. Freehling  
Notary Name - type in print

Commission Expires March 4, 2008  
My Commission Expires March 4, 2008



APPROVED  
AND  
FILED

08 JAN 11 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA