

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MAGNOLIA COURT AT HEALTHPARK FLORIDA, INC.**

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**ARTICLES OF INCORPORATION  
OF  
MAGNOLIA COURT AT HEALTHPARK FLORIDA, INC.**

The undersigned, with other persons, do hereby associate themselves for the purpose of forming a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, and do hereby agree to the following:

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation is MAGNOLIA COURT AT HEALTHPARK FLORIDA, INC. The principal business address of the corporation is 9800 South HealthPark Drive, Suite 350, Fort Myers, Florida 33908.

**ARTICLE 2  
PURPOSES**

The corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes of the corporation shall include, but not be limited to, the following:

1. establishing, owning, maintaining, and operating an assisted living facility designed to provide housing, meals, special care services, and increased or adjusted services to its residents to compensate for their physical or mental decline, including, but not limited to, Alzheimer's disease or other related disorders, that may occur with the aging process, in order to maximize the residents' dignity and independence and permit them to remain in a familiar, noninstitutional, residential environment for as long as possible; and

2. doing any and all things necessary and appropriate in connection with the foregoing purpose and incidental thereto, and in doing so, exercising all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

**ARTICLE 3  
MEMBERSHIP**

The sole member of the corporation shall be Lee Memorial Hospital, Inc., a Florida not-for-profit corporation, d/b/a Lee Healthcare Resources.

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**ARTICLE 4**  
**TERM OF EXISTENCE**

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

**ARTICLE 5**  
**DESIGNATION OF REGISTERED AGENT**

The name and address of the initial registered agent of this corporation for the purpose of accepting service of process within this State shall be:

**NAME**

**ADDRESS**

DOUGLAS A. DODSON

9800 South HealthPark Drive, Suite 350  
Fort Myers, Florida 33908

**ARTICLE 6**  
**BOARD OF DIRECTORS**

6.1 The affairs of the Corporation shall be managed by an initial Board of Directors composed of four (4) members. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws, but shall never be less than three (3).

6.2 All members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

6.3 The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are duly qualified and elected are as follows:

**NAME**

**ADDRESS**

JOHN A. NOLAND

1715 Monroe Street  
Fort Myers, Florida 33901

ANDREW SHEPPARD

12800 University Drive, Suite 125  
Fort Myers, Florida 33907

GARRETT H. REASONER

15160 Harbour Isle Drive, #402  
Fort Myers, Florida 33908

E. BRUCE STRAYHORN

2125 First Street, Suite 201  
Fort Myers, Florida 33901

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**ARTICLE 7**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are as follows:

**NAME**

**ADDRESS**

DOUGLAS A. DODSON

9800 South HealthPark Drive, Suite 350  
Fort Myers, Florida 33908

**ARTICLE 8**  
**DISSOLUTION OF CORPORATION**

Upon the dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for paying all the liabilities of the corporation, distribute all of the remaining funds and assets of the corporation to Lee Memorial Hospital, Inc. d/b/a Lee Healthcare Resources; provided, that such funds and assets shall only be turned over to Lee Memorial Hospital, Inc. if, at the time of dissolution of this corporation, Lee Memorial Hospital, Inc. remains exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or the corresponding section of any prior or future United States Internal Revenue Law. In the event that, at such time, Lee Memorial Hospital, Inc. is not so exempt from federal income taxation, such funds and assets shall be turned over to an organization selected by the Board of Directors that is then exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law. Any of such funds or assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the corporation is then located, exclusively to such organization or organizations, as said court shall determine, which are then exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and are organized and operated for purposes consistent with the purpose of Lee Memorial Hospital, Inc.

**ARTICLE 9**  
**MISCELLANEOUS**

9.1 No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

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9.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the corporation shall not participate in, 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.

9.3 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or under any corresponding provision of any subsequent federal tax laws.

9.4 The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Articles of Incorporation, nor contrary to the laws of the state of Florida or of the United States.

These Articles of Incorporation have been executed this 26 day of February, 2010.

  
DOUGLAS A. DODSON, Incorporator

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
DOUGLAS A. DODSON, Registered Agent

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