

NI 000000026/2

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

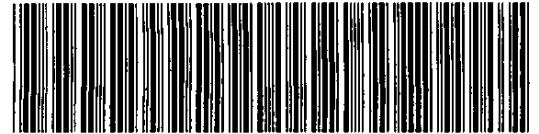
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700170852457

03/12/10--01012--010 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 MAR 12 PM 1:26

FILED

COVER LETTER

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

SUBJECT: Egret Pond Life Care Centers, 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: Richard G. Solomon
Name (Printed or typed)

12013 Winesap Terr.
Address

North Potomac, MD 20878
City, State & Zip

301-548-9240 202-438-5200
Daytime Telephone number

Solomonlaw@gmail.com
E-mail address: (to be used for future annual report notification)

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

APPROVED
AND
FILED

ARTICLES OF INCORPORATION 10 MAR 12 PM 1:26
EGRET POND LIFE CARE CENTERS, INC.

THIS IS TO CERTIFY:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation (which is hereinafter referred to as "Corporation") is EGRET POND LIFE CARE CENTERS, INC.

SECOND: The post office address of the principal office of the Corporation in Florida shall be 1760 SE Salerno Road, Stuart, FL 34997.

THIRD: The Corporation is organized and shall operate exclusively as a non-stock charitable organization and the business or objects to be carried on and promoted by it are as follows:

A. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 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) (hereinafter "Code"), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by request, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, and property, real, personal or mixed, without limitation as to the amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principle thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed or trust, or other trust instrument for the foregoing or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principle as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but not gift bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in these Articles of Incorporation, or as shall in the opinion of the board of directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(C)(3) of the Code; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the General Corporation Laws for scientific, education, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. The Corporation is further organized to: engage in providing moderate priced dwelling units for the elderly and veterans of the United States Military; and to provide other educational/therapeutic activities for the elderly and veteran communities of South Florida.

C. Membership in the Corporation and assistance by the Corporation shall not be in accordance with any race, creed, color, national origin, sex or age.

D. And all other purposes that are not inconsistent with the Corporation's existence as a charitable and educational organization as set forth in this Article, or as may be permitted by law.

FOURTH: The Directors of Corporation shall be appointed by the manner specified in the Bylaws of the Corporation as they exist and are amended from time to time.

FIFTH: The names, addresses and titles of the initial directors and officers of the Corporation as follows:

<u>Name</u>	<u>Address</u>	<u>Director</u>	<u>Office</u>
Armand Fattori	8941 SE Eaglewood Way Hobe Sound, FL 33455-7610	Yes	Vice President
Robert R. DeLuca	9827 SW Ventura Drive Palm City, FL 34990	Yes	Executive Director/Sec.
Richard G. Solomon	12013 Winesap Terrace N. Potomac, MD 20878	Yes	President

SIXTH: The name and address of the initial registered agent of the Corporation in Florida is Robert R. DeLuca, 9827 SW Ventura Drive, Palm City, FL 34990.

SEVENTH: The Corporation shall not pay dividends and is shall not issue any stock or other securities.

EIGHTH: The following provisions are hereby adopted for defining, adopting, limiting, and regulating the powers of the Corporation and of the directors and the members.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 SECOND 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon dissolution of the Corporation, the Board of 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 the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Martin County, Florida or such other court sitting in equity in the political sub division 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.

(3) The Corporation shall indemnify (a) its directors to the full extent permitted by the General Laws of the Commonwealth of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages, provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of

to the extent that the General Laws of the Commonwealth of Florida permit activities which are not permitted under Federal Law for any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions under any future United States Internal Revenue Law).

NINTH:

A. The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Board of Directors, any amendments to these Articles which may now or hereafter be authorized by law.

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

TENTH: In these Articles of Incorporation,

A. References to "charitable organizations" or "charitable organization" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the Commonwealth of Florida, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article shall be entitled to exemption from federal income tax under Section 501(C)(3) of Code.

B. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(C)(3) of the Code but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the Commonwealth of Florida, or any possessions of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

ELEVENTH: The private property of the officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatsoever.

1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(5) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such 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 Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

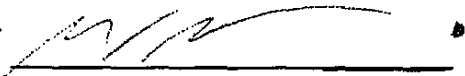
(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(6) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the Commonwealth of Florida now or hereafter in force, except

TWELTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 17th day of February, 2010.


Richard G. Solomon, Incorporator

2/17/10
Date

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


Robert R. DeLuca, Registered Agent

2/17/10
Date

FILED
10 MAR 12 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA