

N120000006298

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
THE HEIGHTS FOUNDATION, INC.

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NOTE: EFFECTIVE JULY 1, 2012

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE HEIGHTS FOUNDATION, INC.**

The undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation is THE HEIGHTS FOUNDATION, INC. The principal business address and the mailing address of the corporation is 15570 Hagie Drive, Fort Myers, FL 33908.

**ARTICLE 2
PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

1. To provide for charitable and educational activities and programs for the relief of poor and underprivileged families and children in Lee County, Florida.
2. To assist and support, directly and indirectly, the goals and mission of The Heights Center, Inc., a Florida not for profit corporation (the "Center"), which is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").
3. To do any and all things necessary and appropriate in connection with the foregoing purposes and incidental thereto.
4. The corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Code, or under any corresponding provision of any subsequent federal tax laws, covering the distribution to organizations qualified as tax-exempt organizations under the Code, including a supporting organization under Section 509(a)(3) of the Code.

**ARTICLE 3
MEMBERSHIP**

The sole member of this corporation shall be The Heights Center, Inc., a Florida corporation not for profit and such other persons as, from time to time hereafter, may become members in the manner provided in the Bylaws.

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ARTICLE 4
TERM OF EXISTENCE

This corporation shall commence upon the later of July 1, 2012 or the filing of these Articles and shall exist perpetually thereafter.

ARTICLE 5
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Kathryn Kelly	15570 Hagie Drive Fort Myers, FL 33908

ARTICLE 6
BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time, by the Bylaws but shall never be less than three (3).

2. The Board of Directors shall be elected and hold office in accordance with the Bylaws.

3. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Victor Mayeron	15839 Silverado Court Fort Myers, FL 33908
Susan Schmitt	20961 Rivers Ford Estero FL 33928
Laurie Deane	13806 Bald Cypress Circle Fort Myers, FL 33907
Robert Scharlau	7980 Summerlin Lakes Drive Fort Myers, FL 33919

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**ARTICLE 7
BYLAWS**

The Members of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Amendments to the Bylaws shall be made in accordance with the terms of the Bylaws.

**ARTICLE 8
AMENDMENTS**

These Articles of Incorporation may be amended by a majority of the Members at a duly called meeting.

**ARTICLE 9
DISSOLUTION OF CORPORATION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of dissolution of this corporation, none of the assets shall be distributed to any Director or officer of the corporation; instead, the Board of Directors, after paying or making provision for the payment of all liabilities of this corporation, shall distribute the assets remaining to the Center for the exclusive use and benefit of the Center, or any successor thereto which qualifies as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code, including a supporting organization described in Section 509(a)(3) of Code. Upon dissolution of the Corporation, none of the assets shall be distributed to any Director or officer of the corporation.

**ARTICLE 10
MISCELLANEOUS**

1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, director, or officer, 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 2 hereof.

2. 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 or in opposition to any candidate for public office.

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

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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.

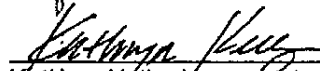
4. The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Articles of Incorporation, nor contrary to the laws of the state of Florida or of the United States.

**ARTICLE 11
DESIGNATION OF REGISTERED AGENT**

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

<u>NAME</u>	<u>ADDRESS</u>
Kathryn Kelly	15570 Hagie Drive Fort Myers, FL 33908

The undersigned incorporator has hereunto set her hand and seal this 25th day of June 2012, for the purpose of forming this corporation not for profit under the laws of the state of Florida.


Kathryn Kelly, 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.


Kathryn Kelly, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE HEIGHTS FOUNDATION, INC.

15570 Hagie Road
Fort Myers, Florida 33908

Telephone: (239) 482-7706

June 25, 2012

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: Articles of Incorporation

Dear Sir or Madame:

Please accept for filing the Articles of Incorporation of The Heights Foundation, Inc. ("New Corporation")

Immediately preceding the filing of the Articles of Incorporation of The Heights Foundation, Inc., Amended and Restated Articles of Incorporation of The Heights Foundation, Inc. (Document Number N00000002938), are being filed with the Florida Department of State to effect a change in the entity's name to "The Heights Land Company, Inc." Therefore, the New Corporation has the permission of The Heights Foundation, Inc. to assume its name.

Sincerely,

The Heights Foundation, Inc.


[Signature]

Victor Mayeron, President
[Print Name and Title]

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