

Division of Corporations

Page 1 of 2

**NS0000007409**

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H15000183154 3)))



H150001831543ABC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : HUNT & SMITH LAW FIRM, PA  
Account Number : I2014C000114  
Phone : (863) 676-1423  
Fax Number : (863) 678-9348

15 JUL 29 AM 11:03

RECEIVED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: ehill@frostproofbusiness.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
FROSTPROOF CARE CENTER FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 JUL 29 AM 7:59

FILED

{{(H15000183154 3)}}

**ARTICLES OF INCORPORATION  
OF  
FROSTPROOF CARE CENTER FOUNDATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

**ARTICLE I**

The name of the corporation shall be **FROSTPROOF CARE CENTER FOUNDATION, INC.**, and the principal office shall be located at 17 S. Scenic Hwy, Frostproof, Florida 33843.

**ARTICLE II**

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the corporation. 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 on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation 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) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III**

This corporation is organized and is to operate exclusively to support **FROSTPROOF**

{{(H15000183154 3)}}

FILED  
15 JUL 29 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

((H15000183154 3)))

**CARE CENTER, INC.**, in its endeavor to render assistance to those in genuine need with the highest level of caring, without regard to race, color, creed or ethnic and national origin. To accomplish this purpose the Corporation shall invest and reinvest its endowment funds and any future gifts or contributions received by the Corporation in such manner as will generate revenues to assist **FROSTPROOF CARE CENTER, INC.**, to achieve its goals as determined by its Board of Trustees from time to time. The Corporation shall invest and reinvest its funds and make distributions therefrom in accordance with an investment policy established by the Corporation's Board of Trustees from time to time.

#### ARTICLE IV

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
  - 1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
  - 2. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
  - 3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.

((H15000183154 3)))

4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to the **FROSTPROOF CARE CENTER, INC.**, so long as it shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and failing that, to such other organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Such other organizations should be engaged in activities which are reasonably comparable to those conducted or supported by the **FROSTPROOF CARE CENTER, INC.**, at the time this corporation was formed if at all possible.

#### ARTICLE V

The term for which this corporation shall exist shall be perpetual.

#### ARTICLE VI

Except as otherwise provided therein, the Bylaws of this corporation shall be made, altered and rescinded by a three-fourths majority vote of the Directors voting at any regular Directors meeting or at a special meeting called for that purpose.

#### ARTICLE VII

The name and residence of the subscriber is as follows:

**ERIC HILL**  
101 East Wall Street  
Frostproof, FL 33843

#### ARTICLE VIII

The membership in the corporation shall consist solely of the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the bylaws.

#### ARTICLE IX

The affairs of this corporation shall be managed by a Chairman/President, Vice Chairman,

((H15000183154 3)))

(((H15000183154 3)))

Secretary, Treasurer and a Board of not less than three (3) voting Trustees and no more than ten (10) voting Trustees and by such other officers of the corporation as the corporation may hereafter see fit to name and designate. The number of Trustees may be increased from time to time by the ByLaws of the Corporation, but shall never be less than three (3) voting members or more than ten (10) voting members. At all times a majority of the Board shall be composed of independent Trustees who are not then otherwise associated with the **FROSTPROOF CARE CENTER, INC.**, but who may or may not be former members of the Board of Trustees of the **FROSTPROOF CARE CENTER, INC.**

(a) Board of Trustees. The initial Board of Trustees shall consist of a minimum of two (2) then current members of the Board of Trustees of the **FROSTPROOF CARE CENTER, INC.**, three (3) independent Trustees, the then Executive Director of **FROSTPROOF CARE CENTER, INC.**, who shall be a non-voting member of the Board of Trustees. The initial Board consisting of seven (7) voting Trustees shall be composed of those persons hereinafter named:

**STEWART HURST**  
**CINDY HENRY**  
**RILEY WILLIAMS**

**MARY RUTH WILSON**  
**IVEY PREVATTE**

**ERIC HILL**  
**VIOLETA SALUD**

and any additional Trustees to be elected at the first meeting of the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first meeting, and at all times thereafter, shall serve for a term of three (3) years so arranged that one-third of the Board, as nearly as may be, come up for election at each annual meeting. Annual meetings shall be held within 150 days after the beginning of the calendar year at the principal office of the Corporation, or at such other place and date as the Board of Trustees may designate from time to time by resolution.

(((H15000183154 3)))

(b) Corporate Officers. The Board of Trustees shall elect the following officers: Chairman/President, Vice Chairman, Treasurer and Secretary, and such other officers as the Board may deem appropriate and as allowed by these articles and the Corporation's bylaws. Initially, such officers shall be elected at the first meeting of the Board of Trustees. Thereafter, such officers shall be elected at the board of trustees meeting immediately after the annual meeting of members of the Corporation. Until such election is held, the following individuals shall serve as corporate officers:

Chairman: **STEWART HURST**

Vice Chairman: **CINDY HENRY**

Secretary: **IVEY PREVATTE**

Treasurer: **ERIC HILL**

The Officers and the Directors elected at the first meeting, and at all times thereafter, shall hold office in accordance with the Bylaws.

#### ARTICLE XI

These articles of incorporation may be amended by the members at a special meeting of the members called for that purpose. The proposed amendment must be approved by a three-fourths vote of a quorum of the voting members of the Corporation

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal this 21 day of April, 2015.

Signed, Sealed and Delivered  
in the Presence of:

Shannon M. Torrey  
SHANNON M. TORREY (Type or Print Name)

Eric Hill  
ERIC HILL

Deborah Markow  
Deborah Markow (Type or Print Name)

(((H15000183154 3)))

((H15000183154 3)))

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of July, 2015, by **ERIC HILL**, [ ] who is personally known to me or [ ☒ ] who has produced FLDL as identification. FL H400-207-54-009-0



Shannon M. Torres  
SHANNON M. TORRES (print or type name)  
Notary Public/State of Florida at Large  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--That the **FROSTPROOF CARE CENTER FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Frostproof, County of Polk, State of Florida, has named **ERIC HILL**, 17 S. Scenic Hwy., Frostproof, Florida 33843, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Eric Hill  
**ERIC HILL**

FILED  
15 JUL 29 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

((H15000183154 3)))