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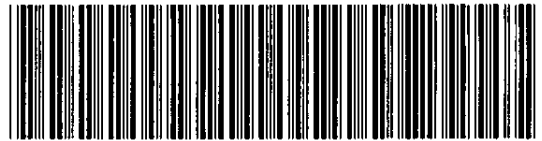
(Business Entity Name)

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10/6/15

## COVER LETTER

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

**SUBJECT:** Pines of Sarasota Holding Corp.

(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:** Kraig H. Koach, Esq.  
\_\_\_\_\_  
Name (Printed or typed)

2750 Ringling Blvd., Suite 3  
\_\_\_\_\_  
Address

Sarasota, FL 34237  
\_\_\_\_\_  
City, State & Zip

941-366-5510  
\_\_\_\_\_  
Daytime Telephone number

KKOACH@BOWMANGEOGE.COM

E-mail address: (to be used for future annual report notification)

RECEIVED  
DIVISION OF CORPORATIONS  
OCT 15 2006

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AND  
FILED

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

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AND  
FILED

15 OCT -6 PM 4: 23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**

**of**

**Pines of Sarasota Holding Corp.**

**A Florida Not For Profit Corporation.**

The undersigned directors of the corporation hereby adopt the following Articles of Incorporation under the laws of the State of Florida as follows:

**ARTICLE I**

The name of this corporation is **Pines of Sarasota Holding Corp.**

*1501 N. Orange Ave.  
Sarasota, FL 34236*

**ARTICLE II**

The effective date of these Articles of Incorporation shall be the date of filing of these Articles with the Department of State and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

This Corporation is organized pursuant to Florida Statutes Section 617.0301 for any lawful purpose not for pecuniary profit and not specifically prohibited to corporations under other laws of this state. Such purposes include but are not limited to, charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, literary, cultural, and commercial, or industrial, 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, or the corresponding section of any future federal tax code.

**ARTICLE IV**

The corporation shall have power to:

- (1) Have succession by its corporate name for the period set forth in Article II above.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to

the same extent as a natural person.

(3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."

(4) Elect or appoint such officers and agents as its affairs shall require.

(5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

(6) Increase, by a vote cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.

(7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

(8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.

(9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

(11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

(12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.

(14) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

However notwithstanding anything in these Articles of Incorporation to the contrary, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Third 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 or in opposition to any candidate for public office. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE V**

The name and street address of the Registered Agent is:

Kraig H. Koach, Esq.,  
2750 Ringling Blvd., Suite 3  
Sarasota, FL 34237

## **ARTICLE VI**

The corporation shall have a board of directors consisting at least three or more individuals.

(1) The number of directors may be increased or decreased from time to time by amendment or in the manner provided in the bylaws, but the corporation must never have fewer than three directors.

(2) Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

(3) Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

## **ARTICLE VII**

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

Kraig H. Koach, Esq.,  
2750 Ringling Blvd., Suite 3  
Sarasota, FL 34237

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## ARTICLE VIII

The names and street addresses of the Board of Directors are as follows:

Peter Abott, **Vice Chair**  
7449 Shauna Ct.,  
Sarasota, FL 34241

Kyle Booth  
4321 Oak View Drive  
Sarasota, FL 34232

Estelle Crawford  
4551 Deer Trail Boulevard  
Sarasota, FL 34238

Howard G. Crowell, Jr.  
5601 Dunrobin Drive, Unit 5108  
Sarasota, FL 34238

Bruce Glazener, Asst. Secretary  
3325 Spring Mill Circle  
Sarasota, FL 34239

G. Paul Groen, MD  
700 John Ringling Blvd., Unit 2110  
Sarasota, FL 34236

Todd K. Horiuchi, MD  
1843 Floyd St.  
Sarasota, FL 34239

Jane Hunder, **Vice Chair**  
4536 Glebe Farm Road  
Sarasota, FL 34235

Joyce A. Johnson, **Secretary**  
6426 Addington Place  
University Place, FL 34201

Kraig H. Koach, Esq., **Chair**  
2750 Ringling Blvd., Suite 3

Sarasota, FL 34237

Sherry Koski  
4995 Ashley Parkway  
Sarasota, FL 34241

John LaCivita  
5001 Lakewood Ranch Blvd.,  
Lakewood Ranch, FL 34240

Melissa Lerner  
1725 Stapleton Street  
Sarasota, FL 34239

J.R. Wells Purmort  
3323 W. Forest Lakes Cir.,  
Sarasota, FL 34232

Laurence Schaper  
32 N. Osprey Ave.  
Sarasota, FL 34233

Carl G. Smith, **Treasurer**  
2332 Aubrey Lane  
Sarasota, FL 34231

Dr. John W. Walker, Jr.  
1719 22<sup>nd</sup> Street  
Sarasota, FL 34234

Mary Alice Jackson, Esq., **Director Emeritus**  
46 N. Washington Blvd., Suite 21  
Sarasota, FL 34236

Robert A. Kimbrough, Esq., **Director Emeritus**  
2750 Ringling Blvd., Suite 3  
Sarasota, FL 34237

Roswell E. Round, Jr., **Director Emeritus**  
Brig. Gen. USA (Ret.)  
335 Bob White Way  
Sarasota, FL 34236

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### ARTICLE IX

The power to adopt, alter, or amend the Bylaws shall be vested in the Board of Directors of this corporation.

### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law.

### ARTICLE XI

Upon the dissolution of this corporation, the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 for such purposes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 5<sup>th</sup> day of October, 2015.

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

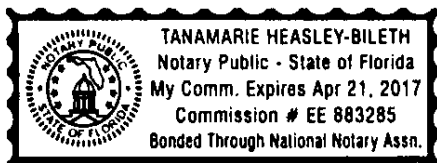
Kraig H. Koach  
Kraig H. Koach, Incorporator

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

Kraig H. Koach  
Kraig H. Koach, Registered Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of October, 2015, by the parties hereto, who are personally known to me or who produced Florida Driver's Licenses as identification, and who did take an oath.



[Signature]  
Notary Public