

N15000011024

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

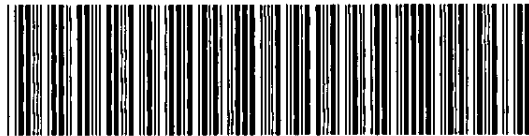
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700279132617

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 NOV 13 PM 4:42
NOT ATTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
15 NOV 13 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 16 2015

T SCHROEDER

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 11/13/15

NAME: PEACE RIVER CENTER PROPERTIES II, INC

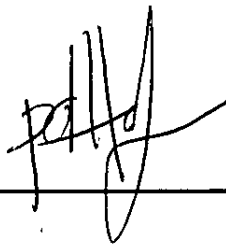
TYPE OF FILING: ARTICLES

COST: 78.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



ARTICLES OF INCORPORATION
OF
PEACE RIVER CENTER PROPERTIES II, INC.

We, the undersigned, all being of full legal age and acting as incorporators of a not-for-profit Corporation pursuant to Chapter 617, Florida Statutes, do hereby associate ourselves and adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is Peace River Center Properties II, Inc. The initial principal address of the Corporation is 1239 East Main Street, Bartow, Florida 33830.

ARTICLE II

The period of duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

The Corporation is organized exclusively for charitable purposes. These purposes are more specifically:

A. To provide persons with behavioral health problems, specifically acute mental illness and co-occurring substance abuse disorders services especially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and involvement in the community of their choice through the provision of psychiatric inpatient crisis stabilization services, 23-hour observation services, outpatient behavioral health services and other behavioral health services as may be warranted from time to time.

B. To transact any and all lawful business for which not-for-profit corporations may be incorporated under the laws of the State of Florida, to the extent that such business may be conducted by organizations that qualify as a title holding corporation under Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue Law, hereinafter referred to as the "Code."

C. The corporation is organized exclusive for the purpose of holding title to the real property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC., a Florida not-for-profit corporation and tax-exempt organization under Section 501(c)(3) of the Code.

D. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Florida or by these Articles of Incorporation.

ARTICLE IV

To promote the corporate purposes set forth in Article III hereof, the Corporation shall have and exercise all powers and rights conferred upon not-for-profit corporations by the Laws of the State of

Florida. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied not-for-profit corporations by the laws of the State of Florida which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article III. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation that qualifies as a title holding company under Section 501(c)(2) of the Code.

ARTICLE V

Membership in the Corporation shall, at all times, be limited to entities which are exempt from taxation pursuant to Section 501(c)(3) of the Code. In the event the member fails to qualify to be an entity exempt from taxation pursuant to Section 501(c)(3) of the Code, then, such failure shall result in automatic resignation as a member of the Corporation. The sole member of the Corporation is PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC.

The officers of the Corporation, as provided by the bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set forth, and shall serve until their successors are elected and have qualified.

ARTICLE VI

The street address and city of the initial registered office of the Corporation is 454 W. Pipkin Road, Suite 105, Lakeland, Florida 33813 and the name of its initial Registered Agent at such address is Bruno DeZayas, Esq.

ARTICLE VII

The number of directors of the Corporation shall be no less than seven (7) initially, each of which shall be appointed by the member of the Corporation, and thereafter directors may be elected in accordance with the Bylaws of the Corporation. The directors shall serve without compensation. The names and addresses of the persons who are to serve as the initial directors until their successors are elected are set forth below:

<u>NAME</u>	<u>ADDRESS</u>
J. William Gardam	1239 East Main Street, Bartow, Florida 33830
David Tournade	1239 East Main Street, Bartow, Florida 33830
Peter C. Golotko	205 East Orange Street, Third Floor, Lakeland, Florida 33801
Michael A. Micallef, Jr.	5170 Highlands By The Lake Drive, Lakeland, Florida 33812
Charles W. Bell	5675 Lunn Road, Lakeland, Florida 33811
Mary Kay Langford	1250 Scottsland Dr., Lakeland, Florida 33813
Bruno DeZayas, Esq.	454 W. Pipkin Road, Suite 105, Lakeland, Florida 33813

ARTICLE VIII

The name and address of each incorporator is:

NAME

ADDRESS

Scott M. Going, Esq.

1650 Farnam Street, Omaha, Nebraska 68102

ARTICLE IX

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE X

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article III to organizations exempt from taxation under Section 501(a) of the Code. Upon the dissolution of the corporation and after (a) payment, satisfaction or discharge of all liabilities, or making adequate provision therefor, and (b) return, transfer and conveyance of all assets held upon condition requiring such return, transfer and conveyance, then all assets held for a charitable, religious, eleemosynary, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance thereof, and all other assets of the corporation shall be transferred, set over, assigned, conveyed and delivered to PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC. or its successor, provided it is at the time of such transfer an organization described in each of Section 170(b)(1)(A) and 501(c)(3), of the Code, and if it shall not then be so described, to such organization designated by PEACE RIVER CENTER FOR PERSONAL DEVELOPMENT, INC., or its successor which is so described.

ARTICLE XI

The Corporation is required to comply with the requirements set forth in Section 45D of the Code and the regulations thereunder with respect to its status as a "qualified active low-income community business," and the Corporation and its property shall be operated and maintained in such a manner as to satisfy and comply with the applicable requirements for New Markets Tax Credit Program as described in Section 45D of the Code.

The Corporation shall constitute a "qualified active low-income community business" (as that term is defined in Section 45D of the Code) so long as there shall be outstanding any financing to the Corporation the terms of which shall require the Corporation to be a "qualified active low-income community business." In connection therewith, during any such period, (a) at least forty percent (40%) of the use of the tangible property of the Corporation (whether owned or leased) will be within Low-Income Communities (as defined in Section 45D of the Code), which percentage shall be determined utilizing the methodology set out in Treas. Reg. §1.45D-1(d)(4)(i)(B); provided, however, that for any taxable year in which Corporation has no employees, at least eighty-five percent (85%) of the use of the tangible property of the Corporation (whether owned or leased) will be within Low-Income Communities; (b) less than 5% of the average of the unadjusted basis of the property of the Corporation shall be attributable to collectibles (as defined in Section 408(m)(2) of the Code) other than collectibles

shall be attributable to collectibles (as defined in Section 408(m)(2) of the Code) other than collectibles that are held primarily for sale to customers in the ordinary course of business; and (c) less than 5% of the average of the unadjusted basis of the property of the Corporation is attributable to nonqualified financial property (as defined in Treas. Reg. §1.45D-1(d)(4)(i)(E)).

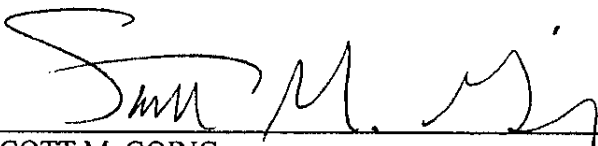
The Corporation shall not undertake or permit any tenant to undertake any trade or business involving (i) the rental of "Residential Rental Property" (as defined in Section 168(e)(2) of the Code); (ii) any trade or business consisting predominantly of the development or holding of intangibles for sale or license; (iii) any trade or business consisting of the operation of any private or commercial golf course, country club, massage parlor, hot tub facility, suntan facility, racetrack or other facility used for gambling, or any store the principal business of which is the sale of alcoholic beverages for consumption off premises; (iv) any trade or business the principal activity of which is farming within the meaning of Section 2032A(e)(5)(A) or (B) of the Code; or (v) any other trade, business or activity prohibited to be carried on by any amendment to Section 45D of the Code, any proposed, temporary and/or final regulations promulgated under Section 45D of the Code, and any other guidance published by the Internal Revenue Service.

FILED

15 NOV 13 AM 9:14

RECEIVED OF STATE
TAX DEPARTMENT OF FLORIDA

IN WITNESS WHEREOF, the undersigned being the incorporators of this Corporation, have executed these Articles of Incorporation this 13th day of November, 2015.

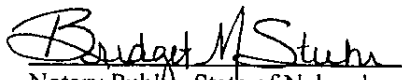

SCOTT M. GOING

STATE OF NEBRASKA

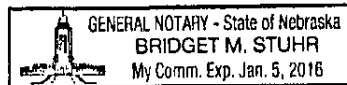
COUNTY OF DOUGLAS

On this 13th day of November, 2015, before me, the undersigned officer, personally appeared Scott M. Going, one of the incorporators of this corporation, and known to me to be the person whose name is subscribed to this instrument, and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereto set my hand and official seal.


Notary Public, State of Nebraska

My commissions expires



FILED
15 NOV 13 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That PRC Properties II, Inc., a not-for-profit corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Bartow, County of Polk, State of Florida, has named Bruno DeZayas, Esq. as its Registered Agent, located at 454 W. Pipkin Road, Suite 105, Lakeland, Florida 33813 to accept service of process within this state.

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 provisions of said Florida statutes relating to keeping open said office for service of process.


BRUNO DEZAYAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 NOV 13 AM 9:14

FILED