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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Avow Real Estate, Inc.**

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## ARTICLES OF INCORPORATION

OF

AVOW REAL ESTATE, INC.

A Florida Not For Profit Corporation

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

### ARTICLE I

#### NAME

The name of the corporation shall be Avow Real Estate, Inc. (the "Corporation").

### ARTICLE II

#### PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be as follows:

Avow Real Estate, Inc.  
1095 Whippoorwill Lane  
Naples, Florida 34105

### ARTICLE III

#### PURPOSES AND POWERS

**Section 3.1** The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code ("Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(2) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. The Corporation is organized exclusively for the purpose of holding title to property, collecting the income from such property, and remitting such income to Avow Hospice, Inc. and its qualifying affiliates, all of which are exempt organizations under Section 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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**Section 3.2** Without limiting the generality of the foregoing, the Corporation shall be operated consistent with the following:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization organized under Section 501(c)(2) of the Code, and to make such lawful payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation as may from time to time be or permitted by the Code.

(b) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), 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 in violation of any provisions applicable to the corporations exempt from taxation under Section 501(a) of the Code as organizations described in Section 501(c)(2) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(2) of the Code.

**Section 3.3** In order to carry out its purposes, the Corporation shall have all the powers set out in the Florida Not For Profit Corporation Act, as now in effect or as subsequently amended (the "Act"), except as may be limited by these Articles of Incorporation and Bylaws of the Corporation.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as set forth in the Bylaws of the Corporation.

#### **ARTICLE V**

##### **OFFICERS**

The business and affairs of the Corporation shall be managed by a President, Secretary and Treasurer and such other officers as may from time to time be appointed from time to time in accordance with the Corporation's Bylaws.

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## **ARTICLE VI**

### **REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Jaysen Roa, President  
1095 Whippoorwill Lane  
Naples, Florida 34105

## **ARTICLE VII**

### **INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation shall be:

Avow, Inc.  
c/o Jaysen Roa, President & CEO  
1095 Whippoorwill Lane  
Naples, Florida 34105

## **ARTICLE VIII**

### **DISSOLUTION AND DISTRIBUTION OF ASSETS**

Subject to any approvals described in the Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation and after the payment and discharge of all liabilities and obligations and compliance with all other legal requirements, the net assets of the Corporation shall be distributed, pursuant to a plan of distribution of assets approved by the Member and Board of Directors, to one or more corporations, trusts, funds or other organizations which at the time are organizations described in Section 501(c)(3) of the Code (or the corresponding provisions of any future federal tax code) and have purposes closely aligned with those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

## **ARTICLE X**

### **AMENDMENTS**

These Articles of Incorporation and the Bylaws of the Corporation shall be amended only by action taken by the Board of Directors in accordance with the Bylaws of the Corporation.

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The Member and Board of Directors of the Corporation adopted these Articles of Incorporation and the number of votes cast in favor of these amendments was sufficient for approval. The date of adoption by the Member and Board of Directors was January 5, 2016.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of January, 2016.

Incorporator:

Avow, Inc.

By:   
President and CEO

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated in the Articles of Incorporation as the registered office, I hereby accept the appointment 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 duties and obligations of my position as registered agent.

Dated this 5th day of January, 2016.



Jaysen Roa  
Registered Agent

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