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Name:	Elim Senior Housing, Inc. (MN)
Document #:	
Order #:	12465297

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
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Thank you!

COVER LETTER

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

SUBJECT: Elim Senior Housing, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Jeff King

Name (printed or typed)

7171 Ohms Lane

Address

Edina, MN 55439

City, State & Zip

952-855-5043

Daytime Telephone Number

Jeff.King@cassialife.org

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

The undersigned, Dick Bjerkaas, Secretary
(Name) (Title)
of Elim Senior Housing, Inc. a foreign Corporation
(Corporation Name)

1. The date on which corporation was first formed was September 10, 2015.

- I am Dick Bjerkaas, Secretary, of Elim Senior Housing, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 5th day of December, 2019.

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

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SECT. OF STATE
TALLAHASSEE, FL

EXHIBIT A TO CERTIFICATE OF DOMESTICATION

Articles of Incorporation of Elim Senior Housing, Inc.

**ARTICLES OF INCORPORATION
OF
ELIM SENIOR HOUSING, INC.**

WHEREAS, this corporation was originally incorporated in Minnesota on September 10, 2015, and its Board of Directors and sole member desire to change this corporation's state of incorporation to Florida pursuant to Minnesota Statutes §§ 317A.681-689 and Florida Statutes § 617.1803.

NOW, THEREFORE, the undersigned, an adult natural person, for the purpose of forming a not-for-profit corporation pursuant to the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, hereby adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I
NAME; PRINCIPAL OFFICE; REGISTERED AGENT**

Section 1.01. The name of this corporation shall be:

Elim Senior Housing, Inc.

Section 1.02. This corporation's principal office shall be located at 12120 Co. Road 103, Oxford, FL 34484.

Section 1.03. The name and Florida street address of this corporation's registered agent is Michael Vannucci, 12120 Co. Road 103, Oxford, FL 34484.

**ARTICLE II
PURPOSES**

Section 2.01. This corporation is organized and shall be operated exclusively for the promotion of any or all of the charitable, religious, educational and scientific purposes contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, this corporation is organized and shall be operated for the following purposes:

(a) to establish and provide for elderly persons and persons with disabilities, on a nonprofit basis, residential assisted living services and facilities and other programs, facilities and services specifically designed to meet their primary needs for housing, health care, supervision, nourishment, and financial security, and to meet some combination of the physical, emotional, recreational, social, religious, and similar needs of elderly persons and persons with disabilities and contribute to their health, security, and happiness in longer living; and

(b) to sponsor, encourage, promote, advance, and otherwise assist with the provision and improvement of housing, assisted living, health care, medical care, supportive and related services of every kind to elderly persons and persons with disabilities and other individuals in need thereof.

Section 2.02. In furtherance of its purposes, this corporation may engage in, advance, promote and administer charitable and educational activities and projects of every kind and nature whatsoever on its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Code.

Section 2.03. This corporation shall have all such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom, and to lease, mortgage, encumber, and use the same, and this corporation shall have such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Florida Not for Profit Corporation Act, as now enacted or as hereafter amended. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Code.

ARTICLE III TAX-EXEMPTION REQUIREMENTS

Section 3.01. This corporation shall not afford or pay pecuniary gain or remuneration, incidentally or otherwise, to its members, directors, or officers as such, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of, this corporation: provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes, as set forth in Article II hereof.

Section 3.02. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV BOARD OF DIRECTORS AND MANNER OF ELECTION

Section 4.01. All corporate powers must be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, its Board of Directors, which shall consist of not less than three persons. To the extent consistent with these Articles and permissible under Florida Statutes Chapter 617, the powers, authorities and duties of the Board, the time and place of its meetings, and all other matters concerning the Board, including the number of directors and the manner in which the directors are to be elected or appointed, shall be prescribed in the Bylaws.

ARTICLE V

MEMBERSHIP; INDEMNIFICATION; DISSOLUTION

Section 5.01. The sole voting member of this corporation shall be Elim Care, Inc., a Minnesota nonprofit corporation. The Bylaws of this corporation shall set forth the powers and duties of the member. The member has approved these articles of incorporation as of the date hereof. The Board of Directors may establish a class or classes of nonvoting members upon such conditions and terms as it from time to time deems appropriate.

Section 5.02. This corporation shall indemnify its current and former directors and officers, including persons who served as directors and officers of this corporation when it was incorporated in Minnesota, to the fullest extent required by the Florida Not for Profit Corporation Act. Unless prohibited by law, this corporation may advance expenses for and indemnify a current or former director, officer, employee, or agent of this corporation, including persons who served this corporation in such a capacity when it was incorporated in Minnesota, (a "Covered Person") against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of an action, suit or proceeding, whether civil, criminal, administrative, or investigative, or any appeal therein, when such Covered Person is or threatened to be made a party to a proceeding because the individual is or was a Covered Person, if such Covered Person:

(a) acted in good faith;

(b) acted in a manner the Covered Person reasonably believed to be in, or not opposed to, the best interests of this corporation; and

(c) in the case of any criminal proceeding, the Covered Person had no reasonable cause to believe his or her conduct was unlawful.

The Board of Directors, a committee thereof, or independent special legal counsel shall have the sole discretion to determine whether to provide an advance or indemnification pursuant to the foregoing sentence and whether amounts for which a Covered Person seeks indemnification were properly incurred and whether such Covered Person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of this corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are "qualified directors" within the meaning of Florida Statutes § 607.0143, or a committee of two or more qualified directors, or special legal counsel selected according to Florida Statutes § 607.0855.

Section 5.03. This corporation may be dissolved in accordance with the laws of the State of Florida. Any plan of dissolution of this corporation shall provide that (a) all liabilities and obligations of this corporation shall be paid and discharged, or adequate provisions be made therefor; (b) assets held by this corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and (c) assets received and held by this

corporation and subject to limitations permitting their use only for charitable, religious, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, and any remaining assets of this corporation shall be transferred or conveyed to Elim Care, Inc., a Minnesota nonprofit corporation, or its successor. If Elim Care, Inc. or its successor is not then in existence or is not then an organization described in Section 501(c)(3) of the Code, then such remaining assets shall be transferred or conveyed to the North Central District Association of the Evangelical Free Church of America or its successor. If the North Central District Association of the Evangelical Free Church of America or its successor is not then in existence or is not then an organization described in Section 501(c)(3) of the Code, such remaining assets shall be transferred or conveyed, in such proportions as the Board of Directors of this corporation shall determine, to one or more organizations which are exempt from federal income taxation under Section 501(a) exclusively for exempt purposes within the meaning of Code Section 501(c)(3) of the Code, or to a State or the United States or any political subdivision or agency of the foregoing for exclusively public purposes. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE VI AMENDMENTS

These Articles may be amended as set forth in the Bylaws of this corporation.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of this corporation is Patrick Nuss, 7171 Ohms Lane, Edina, MN 55439.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on Dec. 5, 2019.



Patrick Nuss, Incorporator

Acceptance of Duties of Registered Agent

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



Michael Vannucci, Registered Agent

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