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Derrick Thompson

11/16/2020

# MAMONE VILLALON

November 2, 2020

Department of State  
Division of Corporations  
The Center of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303  
(850) 245-6052

**RE: Filing Articles of Incorporation of  
The Center for Aging and Rehabilitation of Port St. Joe, Inc.**

To whom it may concern:

Mamone Villalon represents the Center for Aging and Rehabilitation group.

Enclosed in this correspondence you will find an original and duplicate copy of the executed Articles of Incorporation for Center for Aging and Rehabilitation of Port St. Joe, Inc.

For your convenience you will also find the standard Sunbiz cover letter for this filing and a check for \$70.00 filing fee.

Please let me know if you need anything else.

Sincerely,



Ramsey Villalon  
Email: [ramsey@mvlawpllc.com](mailto:ramsey@mvlawpllc.com)  
Mobile: (305) 299-9290

Enclosed: Cover Letter (1 page)  
Articles of Incorporation, original (4 pages)  
Articles of Incorporation, copy (4 pages)  
Check

## COVER LETTER

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

**SUBJECT:** Center for Aging and Rehabilitation of Port St. Joe, Inc.

(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:** Mamone Villalon PLLC c/o Ramsey Villalon  
\_\_\_\_\_  
Name (Printed or typed)

100 SE 2nd Street, Suite 2000  
\_\_\_\_\_  
Address

Miami, Florida 33131  
\_\_\_\_\_  
City, State & Zip

786-441-5281  
\_\_\_\_\_  
Daytime Telephone number

ramsey@mvlawpllc.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
CENTER FOR AGING AND REHABILITATION OF PORT ST. JOE, INC.**

In compliance with the requirements of the Florida Not For Profit Corporations Act, as amended from time to time, the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be CENTER FOR AGING AND REHABILITATION OF PORT ST. JOE, INC. (the "Corporation").

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 100 SE 2<sup>nd</sup> Street, Suite 2000, Miami, Florida 33131.

**ARTICLE III: PURPOSE**

The purpose of the Corporation is exclusively charitable, as defined and used in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall be limited to the operation and maintenance of public not-for-profit hospitals, nursing homes, homes for the aged, and rehabilitation centers for the purposes of treating and caring for the aged, infirmed, injured, disabled, sick, and afflicted. The Corporation is otherwise entitled the the power and privielges afforded by Chapter 617 of the Florida Statutes as necessary to effectuate this purpose of caring for the aged, sick and infirmed.

Operating exclusively for a charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, in the course of its operations no part of the net earnings of the Corporation may be used, distributed or otherwise inure to the benefit of any private shareholders, founders, creators, individuals, directors, officers or other persons, or the families of these individuals, except that the Corporation shall be authorized and empower to pay reasonable compensation or salaries for services rendered by such individual and to make payments in furtheran of the purpose of the Corporation.

Additionally, operating exclusively for a charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, in the course of its operations the Corporation shall not carry on progograndas, attempt to influence legislation, or intervene in any political campaign for or against any candidate for public office unless authorized under the Internal Revenue Code of 1986.

**ARTICLE IV: APPOINTMENT OF DIRECTORS**

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

## **ARTICLE V: INITIAL DIRECTORS & OFFICERS**

The sole member of the Corporation shall be Centers for Aging and Rehabilitation of Florida, Inc., a Florida not-for-profit corporation intending to apply for and maintain status as a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986. As sole member it shall be entitled to all those rights and powers provided to voting members by the Florida Not For Profit Corporations Act and such duties and responsibilities as are provided in the bylaws of the Corporation.

The initial board of directors of the Corporation shall consist of five (5) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. Officers shall be appointed by the Board of Directors in accordance with the Bylaws of the Corporation. The names, titles, and addresses of the individuals who will serve on the initial board of directors and/or officers are:

Alan Brock  
as Chairman of the Board (C and D)  
12460 Crabapple Rd  
Suite 202-308  
Alpharetta, GA 30004

Margaret Fernandez  
Director (D) and President (P)  
32429 Joy Haven Road  
Leesburg, FL 34788

Brett Hoge  
Director (D)  
1100 S. Stratford Road, Suite 400  
Winston-Salem, NC 27104

Scott Turner  
Director (D)  
2118 Adair Road  
Davenport, FL 33837

Ramsey Villalon  
Director (D) and Secretary (S)  
100 SE 2<sup>nd</sup> Street, Suite 2000  
Miami, FL 33131

## **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 100 SE 2<sup>nd</sup> Street, Suite 2000, Maimi, FL 33131. The name of the initial registered agent of the Corporation at that office is Mamone Villalon PLLC.

## **ARTICLE VII: INCORPORATOR**

The name and street address of the Corporation's incorporator is:

Ramsey Villalon  
100 SE 2<sup>nd</sup> Street, Suite 2000  
Miami, FL 33131

## **ARTICLE VIII: EFFECTIVE DATE AND TIME**

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

## **ARTICLE IX: BYLAWS**

The Directors of the Corporation shall adopt Bylaws for this Corporation which they may, from time to time, modify, alter, amend or rescind by a majority of the then voting members of the Board of Directors.

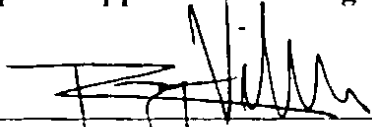
## **ARTICLE X: TERM**

The Corporation shall have a perpetual existence unless dissolved pursuant to the laws of the State of Florida.

## **ARTICLE XI: DISSOLUTION**

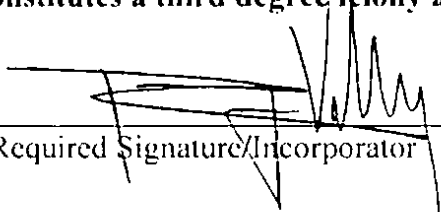
In the event of the dissolution of the Corporation, the Board of Directors shall, after making the provision for the payment of liabilities as required by Chapter 617, Florida Statutes, distribute the assets of the Corporation to Centers for Aging and Rehabilitation of Florida Inc., if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, or to an organization or not-for-profit corporation existing and qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 which is operated exclusively for the charitable purpose of providing medical attention and care to the aged, sick, and infirmed.

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.

  
\_\_\_\_\_  
Required Signature/Registered Agent

11/2/2020  
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

  
\_\_\_\_\_  
Required Signature/Incorporator

11/2/2020  
Date