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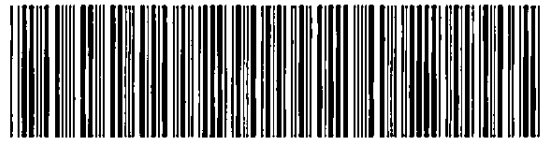
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Special Instructions to Filing Officer:

S-23-29

W24000066708

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 29, 2024

MICHAEL L. BORDEN  
3242 SAVANNAH HILLS DR  
MATTHEWS, NC 28105 US

SUBJECT: SPECIAL COMMUNITES, INC.  
Ref. Number: W24000066708

We have received your document for SPECIAL COMMUNITES, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tekayla T. Matthews  
Regulatory Specialist II

Letter Number: 024A00009241

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COMMERCIAL  
SERVICES

## COVER LETTER

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

**SUBJECT:** Special Communities, 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: Michael L Borden  
\_\_\_\_\_  
Name (Printed or typed)

3242 Savannah Hills Drive  
\_\_\_\_\_  
Address

Matthews, North Carolina 28105  
\_\_\_\_\_  
City, State & Zip

(704) 906-3801  
\_\_\_\_\_  
Daytime Telephone number

mlborden77@gmail.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  
**SPECIAL**  
**COMMUNITIES, INC.**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

**ARTICLE I NAME:**

The name of the Corporation, hereinafter referred to as the "Corporation" is Special Communities, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 370 Base Ave E Apt. 107 Venice FL 34285.

**ARTICLE III PURPOSE**

The Corporation is organized and operated exclusively for charitable, religious, educational, or scientific purposes, 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 to conduct the following:

1. Develop, construct, and operate communities for adults with special needs ("Communities"). These Communities will provide long-term housing and vocational training at affordable costs. Employment opportunities will be provided for the adults with special needs, according to their willingness and their capabilities. Provision of additional services such as end-of-life care will be considered and priced separately from the basic services (housing, training, employment opportunities).
2. Solicit and provide funds, services, or contributions-in-kind for the above-mentioned purposes. The Corporation plans to establish subsidiary or affiliate corporations or businesses whose net incomes would be donated to the Corporation or support the operations of the various Communities. The Corporation will also set up an account to be used exclusively for Community development activities to address the difficulty and the potentially long lead time in establishing the Communities beyond the first Community.

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**ALLIANCE OF FLORIDA**

3. The Corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes set forth in this Article III; and no part of the income, assets, or net earnings of the Corporation shall inure to the benefit of, or be distributed to, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The Corporation shall not participate in, or intervene (including the publication or distribution of statements), in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV POWER

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 of 1986 for the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section }700/(2) of the Internal Revenue Code of 1986 (or corresponding provision of any corresponding provision of any United States Internal Revenue Law.

#### ARTICLE V MANNER OF ELECTION

Each person named herein as a member of the Initial Board of Directors ("Board") shall hold office until construction commences on the first of the Communities which is currently expected to be located in Brevard or Osceola County, Florida. In the event of an Initial Director's resignation or death, the remaining Directors will choose a replacement Director. After construction commences on the first Community, each of the Initial Directors shall have the option to remain on the Board for an additional term of 5 years.

At the Board's first annual meeting to be held on or near the first anniversary of incorporation of the Corporation, the Directors shall appoint up to two additional new Directors ("Additional Directors") by consensus of the Initial Directors. Each such Additional Director so affected will hold office for two (2) years or until such Director's earlier resignation, removal from office, or death. Replacements of Additional Directors after their initial terms will be done by consensus among the Initial Directors.

The Board may elect a Chair, and if one is chosen, the Chair will preside at all meetings of the Board and will have such other duties as may from time to time

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be prescribed by the Board. Decisions by the Board will be determined by majority vote unless such decision authority is explicitly given to one or any subset of the Directors for specific decision categories.

## ARTICLE VI DISSOLUTION

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or 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 by the Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located ("Court") exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII INITIAL DIRECTORS

The names and addresses of the Initial Directors are as follows:

Michael Borden (Chief Executive Officer)- 3242 Savannah Hills Drive  
Matthews, NC

Kerry Benson (Chief Operating Officer)- 370 Base Ave E Apt. 107  
Venice FL 34285

Sally Frame (Chief Financial Officer)- 6817 Towhee Drive Melbourne, FL  
32904

The Initial Directors have agreed to waive all rights to salaries attendant to the performance of all development activities for the first Community in exchange for Initial Directors, Sally Frame and Kerry Benson having an option to place one adult with special needs in the first Community at a cost that is \$2000 per month less than the otherwise applicable price for basic services. This option is first exercisable for up to 90 days beyond the first occupancy date of the first Community. After that 90-day period and if the option is not exercised, each will retain an option to place an adult with special needs in the Community whenever a space opens in the Community ahead of the person first on any wait list.

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**ARTICLE VIII REGISTERED AGENT**

The registered agent for the Corporation will be:

Kerry Benson - 370 Base Ave E Apt. 107 Venice FL 34285

**ARTICLE IX INCORPORATOR**

The Incorporator for the Corporation will be:

Kerry Benson- 370 Base Ave E Apt. 107 Venice FL 34285

Having been named as Registered Agent to accept service of process for the above-named Corporation at the place designated in the Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Kerry Benson                      May 21, 2024  
Signature of Registered Agent

Kerry Benson

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TALLAHASSEE, FL 32310

Kerry Benson                      May 21, 2024

Signature of Incorporator

Kerry Benson