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When RECEIVED.

2/02/95

CORPORATE DETAIL RECORD SCREEN

1:35 PM

NUM: ~~MOE0000000~~0275 ST:FL ACTIVE/FL NON-PROF FLD: 01/17/1995

NAME : JONES GROUP HOME, INC.

PRINCIPAL: 1625 24TH STREET

ADDRESS SARASOTA, FL 34234

RA NAME : DENT, JOHN C JR

RA ADDR : 330 SOUTH ORANGE AVE.

SARASOTA, FL 34236 US

ANN REP : \* NONE FILED \*

CERT  
CF

CERTIFICATION  
ALL CORP FILING FEES

52.50  
70.00

\* NEXT, - PREV, 1. MENU, 2. FILING, 3. OFFICERS

WORKING ...

ENTER SELECTION AND CR: 2

1195000000275

DENT, COOK & WEBER  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
POST OFFICE BOX 3288  
SARASOTA, FLORIDA 34230

DENT & COOK, P.A.  
JOHN C. DENT, JR.  
JOHN F. COOK  
ROBERT A. ROBINSON  
JOHN W. CHAPMAN, JR.  
J. EDWARD WEBER, P.A.

330 SOUTH ORANGE AVENUE  
SARASOTA, FLORIDA 34236  
(813) 952-1070  
FAX (813) 952-1094  
245 NORTH TAMiami TRAIL, SUITE E  
VENICE, FLORIDA 34288  
(813) 484-8010  
FAX (813) 484-8374

January 11, 1995

SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

0000001383 0330  
01/18/95-01007-018  
+++122.50 +++122.50

Re: Jones Group Home, Inc.  
Our File No: D51-3994

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation pertaining to the corporation referenced above, together with our check number 15591 in the amount of \$122.50, representing the filing fees.

Please file the original Articles of Incorporation and return a conformed copy for our file.

If you have any questions, please contact the undersigned.

Very truly yours,

John C. Dent

JCD/tcg  
Enclosures

JB/1/95-

FILED  
1995 JAN 17 PM 12:30  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

JONES GROUP HOME, INC.

(A Corporation Not-For-Profit)

FILED  
1995 JAN 17 PM 12:30  
TALLAHASSEE, FLORIDA

We, the undersigned, heroby associate ourselves together for the purpose of becoming a corporation not for profit under the Chapter 617 laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I  
NAME

The name of this corporation shall be JONES GROUP HOME, INC., whose present address is 1625 24th Street, Sarasota, Florida 34234.

ARTICLE II  
PURPOSE

The purpose for which the corporation is formed is to provide home care for disabled adults and such other care to the elderly as provided by Chapter 410 of the Florida Statutes.

ARTICLE III  
POWERS

The corporation shall have all of the common law and statutory powers of a corporation not for profit as may be reasonably necessary to implement the above-stated purposes of the corporation including, but not limited to, the following:

- a) To make, establish, amend and enforce reasonable By-Laws, rules and regulations governing the operation and activities of the corporation;
- b) To solicit, raise, accept and collect donations, contributions and other funds for the purpose of carrying out the purposes of the corporation, and to use and expend the proceeds of such funds in the exercise of the powers and duties of the corporation;
- c) To employ personnel and to retain independent contractors and professionals; and to enter into service contracts to provide for the maintenance, operation and management of property; and to enter into any other agreements consistent with the purposes of the corporation, and to delegate to such contracting parties certain powers and duties of the corporation; and

d) To borrow money and execute evidences of indebtedness and to buy, own, operate and lease real and personal property as may be necessary to implement the stated purposes of the corporation.

#### ARTICLE IV MEMBERS

The qualifications for corporation directors and the manner of their admission shall be regulated by the By-Laws.

The change of membership in the corporation shall be evidence in the corporation records by delivery to the Secretary of a certified membership list, by the Board of Trustees.

#### ARTICLE V VOTING RIGHTS

Each member shall be entitled to one vote at corporate meetings. "Voting rights of the membership shall be advisory only. The membership shall be not elect members of the Board of Trustees."

#### ARTICLE VI INCOME DISTRIBUTION

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, 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. 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code."

#### ARTICLE VII EXISTENCE

The corporation shall exist perpetually unless dissolved according to law. The commencement of corporate existence of the corporation shall be \_\_\_\_\_ Eastern Standard Time.

ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 330 South Orange Avenue, Sarasota, Florida 34236, and the registered agent at such address shall be John C. Dent, Jr.

ARTICLE IX  
NUMBER OF TRUSTEES

"The business of the corporation shall be conducted by a Board of trustees which shall consist of an odd number of persons, not less than three (3) and not more than nine (9). The size and membership of the Board of Trustees, following the first Board, shall be determined from time to time by majority vote of the then acting Board of Trustees."

ARTICLE X  
FIRST BOARD OF TRUSTEES

The names and street addresses of the Members of the first Board of Trustees, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Theresa Jones  
1625 24th Street  
Sarasota, Florida 34234

Audrey Fluellen  
1923 32nd Street  
Sarasota, Florida 34234

Rachel Shelley  
2039 4th Street  
Sarasota, Florida 34236

ARTICLE XI  
INDEMNIFICATION OF OFFICERS AND TRUSTEES

All officers and trustees shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or Board approved settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and trustees against any liability asserted against them or incurred by them in their capacity as officers and trustees or arising out of their status as such.

ARTICLE XII  
BY-LAWS

The By-Laws of the corporation shall be adopted by the First Board of Trustees and may be altered, amended or rescinded in the manner provided by the By-Laws. In the event of a conflict between the provision of these Articles and the provision of the By-Laws, the provision of these Articles shall control.

ARTICLE XIII  
SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

Theresa Jones  
1625 24th Street  
Sarasota, Florida 34234

Audrey Fluellen  
1923 32nd Street  
Sarasota, Florida 34234

Rachel Shelley  
2039 4th Street  
Sarasota, Florida 34236

ARTICLE XIV  
AMENDMENTS

"These Articles may be amended by a simple majority vote of the Board of Trustees taken at a special or annual meeting of the Board which has been duly noticed within the time and in the manner provided in the By-Laws for such meetings, said notice having set forth the proposed amendment or a summary of the proposed amendment. Notwithstanding the foregoing, no amendments to these Articles will become effective which shall cause a termination in exempt status under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code."

"Upon the dissolution of the 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 of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

Dated this 9th day of January, 1995.

Theresa Jones (Seal)  
Theresa Jones

Audrey Fluellon (Seal)  
Audrey Fluellon

Rachel Shelley (Seal)  
Rachel Shelley

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 9th day of January, 1995, before me, an officer duly authorized and acting, personally appeared THERESA JONES, AUDREY FLUELLEN and RACHEL SHELLEY, to me well known and known to be the persons described in and who executed the foregoing instrument, and they acknowledged then and there before me that they executed the said instrument.

WITNESS my hand and official seal at Sarasota, Florida, in the County and State aforesaid, this the day and year last above written.



TAMBERLEE C. GOODMAN  
MY COMMISSION # CC257840 EXPIRES  
February 15, 1997  
BONDED THRU TROY FARM INSURANCE, INC.  
(Seal)

Tamberlee C. Goodman  
Notary Public  
My Commission Expires:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED: January 4, 1995

John C. Dent, JR.