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19500003639

Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314
Attn: Corporations Division

Re: Lehigh Villas, Inc.
Effective Date: Date of Filing

200001549222
-07/31/95--01034--008
***122.50 ***122.50

Dear Sir or Madam:

In connection with the formation of the above not for profit corporation, we are enclosing for filing the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return the certified copy to me.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming the agent upon whom process may be served.

A check is also enclosed in the total amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation, and the \$35.00 fee for designation of registered agent.

Please contact me if you have any questions or need additional information.

Sincerely,

Jeffrey M. Koltun

JMK:sr
Enclosures
cc: Mr. James Harris
Ms. Candace A. Birle

FILED
95 JUL 31 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LEHIGH VILLAS, INC.

FILED
55 JUL 31 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be LEHIGH VILLAS, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION

The street address and mailing address of the principal office of the corporation is 1000 Belle Terre Boulevard, Palm Coast, Florida 32164.

ARTICLE III - PURPOSES OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to the promotion of the well being of the aging population of Flagler County, Florida.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

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

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - DIRECTORS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the initial members of the Board of Directors shall be as follows:

1. David I. Siegel
Post Office Box 350341
Palm Coast, Florida 32135-0341
2. Lola Taylor
Post Office Box 426
Bunnell, Florida 32110-0426
3. Bill Quantz
128 Westchester Lane
Palm Coast, Florida 32135-0341

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 430 North Mills Avenue, Orlando, Florida 32803, and the name of the initial registered agent of this corporation at that address is IVAN M. LEFKOWITZ. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation is FLAGLER COUNTY COUNCIL ON AGING AND COMMUNITY SERVICES, INC., 1000 Belle Terre Boulevard, Palm Coast, Florida 32164.

ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Palm Coast, Florida, this 19 day of July, 1995.

FLAGLER COUNTY COUNCIL ON AGING
AND COMMUNITY SERVICES, INC.

By: Jane M. Hibel

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

Ivan M. Lefkowitz
IVAN M. LEFKOWITZ

Date: July 25, 1995

m:artincnp,lch

FILED
95 JUL 31 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA