

 **Miracle of Life**

447 Lake Howell Road  
Maitland, FL 32751  
(407) 657-5886

An AIDS Resource Center

Lowell D. Stafford  
Owner & Administrator

NP60000001100

December 21, 1995

ENCLOSURE 1723928  
-02/26/96--01052--022  
\*\*\*\*131.25 \*\*\*\*131.25

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

SUBJECT: Miracle of Life, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a money order in the amount of \$131.25, for Filing Fee, Certified Copy and Certificate of Incorporation.

Lowell D. Stafford  
447 Lake Howell Road  
Maitland, Florida 32751  
(407) 657-5886

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MIRACLE OF LIFE  
447 Lake Howell Road  
Orlando, Florida 32781  
(407) 637-8446

Lawell D. Stafford  
Owner and Administrator

## ARTICLES OF INCORPORATION

*The undersigned, acting as incorporators of Miracle of Life, Inc., pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:*

### ARTICLE I

#### Name

The name of the corporation shall be *Miracle of Life, Inc.*

### ARTICLE II

#### Principal Place of Business and Mailing Address

This corporation shall have its principal office at 447 Lake Howell Road, Maitland, Florida 32751, which shall also serve as the corporate mailing address until such time as a post office box is established on behalf of the corporation.

### ARTICLE III

#### Purpose and Objectives

*Miracle of Life* is a licensed Adult Living Facility (ALF) and AIDS Resource Center that offers alternative, assisted living to HIV-positive residents. Housing, food and specific personal services are provided to impaired, elderly or disabled adults who are unable or choose not to live alone.

**Section 1.** To provide full-time, quality assisted living, professional health care and specific needs of its residents in a supportive, caring and loving, home-like environment.

**Section 2.** To assess on a continuing basis the needs of the HIV-positive population in the community; seek solutions to those needs; assist in the development of improved community/home-based care for HIV-positive residents; avoid duplication of effort; promote community awareness and education about HIV and prevention.

**Section 3.** To develop as fully as possible the financial resources, both governmental and voluntary, necessary to meet residential and corporate needs.

**Section 4.** To receive by gift, grant, devise, bequest, or otherwise, and from any private or public source, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute and apply the income and/or principal of the donor or donors of such property, or, in the absence of such directions, as the corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.

**Section 5.** To become an approved Extended Care Facility (ECF). This licensing upgrade would allow residents to "Age in Place" rather than suffer the trauma and stress of relocation to a more restrictive environment as the physical condition deteriorates.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



MIRACLE OF LIFE  
447 Lake Howell Road  
Orlando, Florida 32701  
(407) 857-8880

Lowell D. Stafford  
Owner and Administrator

#### **ARTICLE IV Membership**

Any agency with ALF or ECF licensure, or any agency with a legitimate, community or home-based care program may become an agency member by approval of the Board of Directors. The term and conditions of each agency membership shall be fixed by the Board.

#### **ARTICLE V Term of Existence**

The term of existence of this corporation shall be perpetual.

#### **ARTICLE VI Manner of Election of Directors**

**Section 1.** The determination of policy and the supervision of management and administration of this corporation shall be executed by a Board of Directors to consist of not less than five (5) members.

**Section 2.** The number of Directors and their terms shall be determined each year by the Board prior to the annual meeting. The annual meeting shall be held in the fourth quarter of each year at such time as will be set by the Board.

**Section 3.** The officers of this corporation shall include a Chair of the Board; a Vice Chair; an Administrator; a Secretary; a Treasurer and such other officers as may be set forth in the Bylaws. All volunteer officers shall be elected by the Board of Directors.

**Section 4.** The office of Administrator shall be perpetual; in the event the Administrator is no longer able to execute his/her duties, the Board shall appoint an Acting Administrator until such time as a permanent replacement is elected by majority vote of the Board at a special meeting as set forth in the Bylaws. Officers, exclusive of the Administrator, shall not serve more than two (2) one (1) year consecutive terms and shall not be eligible for re-election until a term has elapsed.

**Section 5.** The officers shall have such duties and responsibilities as fixed in the Bylaws, or if not so fixed, as determined by the Board.

#### **ARTICLE VII Amendments to Articles of Incorporation**

The Articles may be amended by a majority vote of the Board followed by a majority vote of the member agencies of the Corporation present and voting at an annual meeting or special meeting. Such a special meeting may be called at any time by a majority vote of the Board. Notification of the date and place of such meeting and the context of any amendment to the Articles to be voted upon at any such meeting or annual meeting shall be properly posted and circulated at least thirty (30) days prior to such a meeting.



MIRACLE OF JPR  
447 Lake Howell Road  
Orlando, Florida 32701  
(407) 637-5440

Lowell D. Stafford  
Owner and Administrator

## **ARTICLE VIII**

### **Bylaws**

The Bylaws of the corporation shall be adopted at the time these Articles are adopted. After the first election of the Board under these Articles of Incorporation, any changes or additions in the Bylaws shall be by majority vote of the Board. Such a special meeting can be called at any time by a majority vote of the Board. Notification of the date and place of such meeting and the context of any amendment to the Bylaws to be voted on at any such meeting or annual meeting shall be properly posted and circulated at least thirty (30) days prior to such a meeting.

## **ARTICLE IX**

### **Use of Funds and Dissolution**

**Section 1.** No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

**Section 2.** No part of the net earnings of this corporation shall ever inure to the benefit of any private shareholder, member or individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the corporation, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to non-profit funds, foundations or table purposes and which have established their tax-exempt status under Sections 501(c)(3) of the Internal Revenue Code of 1954, or equivalent laws as amended.

## **ARTICLE X**

### **Initial Registered Agent and Street Address**

The name and address of the initial registered agent is:

Lowell D. Stafford  
447 Lake Howell Road  
Maitland, Florida 32751



MIRACLE OF LIFE  
447 Lake Howell Road  
Orlando, Florida 32781  
(407) 887-8888

Lowell D. Stafford  
Owner and Administrator

## ARTICLE XI Incorporators

The names and addresses of the incorporators for these articles of incorporation are:

Gwendolyn D. Stafford  
241 East 13th Street  
Apopka FL 32703

Sheryl K. Payton  
22150 Weston Lane  
Orlando FL 32810

Dwayne Hickman  
4530 Evers Place  
Orlando FL 32811

Paggy Wilson  
4530 Evers Place  
Orlando FL 32811

Lowell D. Stafford  
447 Lake Howell Road  
Maitland FL 32751

The undersigned incorporators have executed these Articles of Incorporation on this \_\_\_\_ day of December, 1995.

OFFICIAL NOTARY SEAL  
FRANCES DARLENE O'BERRY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC433584  
MY COMMISSION EXP. JAN. 16, 1999

MIRACLE OF LIFE, INC.

OFFICIAL NOTARY SEAL  
FRANCES DARLENE O'BERRY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC433584  
MY COMMISSION EXP. JAN. 16, 1999

Acknowledged by:  
Sworn and Subscribed before me this 12<sup>th</sup>  
day of January A.D., 19 96 in the

State of Florida, County of Seminole.

Gwendolyn D. Stafford  
Gwendolyn D. Stafford, Chair  
FL. Driver's License

OFFICIAL NOTARY SEAL  
FRANCES DARLENE O'BERRY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC433584  
MY COMMISSION EXP. JAN. 16, 1999

James Darlene O'Berry  
Notary Public

Dwayne Hickman  
Dwayne Hickman, Vice Chair  
FL. Driver's License

Sworn and Subscribed before me this 12<sup>th</sup>  
day of January A.D., 19 96 in the

State of Florida, County of Seminole.

James Darlene O'Berry  
Notary Public

Lowell D. Stafford  
Lowell D. Stafford, Administrator  
FL. Driver's License

Date

Sworn to and subscribed before me this  
day of Jan, 19 96

Sheryl K. Payton  
Signature of Notary Public  
Jeanie L. Rowlin

By: Sheryl K. Payton  
Sheryl Payton, Secretary

OFFICIAL NOTARY SEAL  
JEANIE L. ROWLIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC228930  
MY COMMISSION EXP. OCT 3, 1996

By: Paggy Wilson  
Paggy Wilson, Treasurer  
FL. Driver's License

OFFICIAL NOTARY SEAL  
FRANCES DARLENE O'BERRY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC433584  
MY COMMISSION EXP. JAN. 16, 1999

Sworn and Subscribed before me this 12<sup>th</sup>  
day of January A.D., 19 96 in the

State of Florida, County of Seminole.

James Darlene O'Berry  
Notary Public

Sworn and Subscribed before me this 12<sup>th</sup>  
day of January A.D., 19 96 in the  
State of Florida, County of Seminole.

Notary Public

Notary's Name, Printed, Stamped or Typed  
or Produced ID#  
705 7-30-62 770-0

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

MIRACLE OF LIFE, INC.  
(must include suffix)

2. The name and address of the registered agent and office is:

Lowell D. Stafford  
(NAME)

447 Lake Howell Road  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Maitland FL 32751  
(CITY/STATE/ZIP)

FILED  
96 FEB 26 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

(SIGNATURE)

1-12-86  
(DATE)