



N96000002140

SUNRISE COMMUNITY Inc.

9040 Sunset Drive, Suite 70-A
Miami, Florida 33173
Telephone (305) 598-0040
Fax (305) 598-8240

April 15, 1996

**OFFICERS OF
THE BOARD**

Chairperson --
George L. Spolias, DDS

First Vice Chairperson --
Stephen T. Hico, CLU, ChFC

Second Vice Chairperson --
Steven M. Weinger, Esq.

Secretary --
Dorothy W. Adside

Treasurer --
Geraldino Tucker

**BOARD OF
DIRECTORS**

Barnett Greenberg, DBA
Howard B. Greenstein, MBA
Richard H. McCarthy
Robert H. Moring, CLU, CFP
Richard L. Rubin, MD
Richard Smith
Gloria A. Wetherington
Paulina A. Young, EdD

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
4-25-96

Dear Sir;

Enclosed you will find two original sets of Articles of Incorporation for Sunrise Community of Hendry/Glades, Inc. along with the required acceptance by the registered agent. Please return one original certified copy of the Articles of Incorporation, once filing is completed, to:

Sherri L. Thorp
Executive Assistant
to the President & CEO
9040 Sunset Drive, Suite 70-A
Miami, FL 33173

4110001782574
04/16/96 11:11 -015
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RECEIVED
APR 15 1996
12:24

Sincerely,

Sherri L. Thorp

Sherri L. Thorp
Executive Assistant
to the President & CEO

**OFFICERS OF
THE CORPORATION:**

President /CEO-
Les Leech, Jr.

Secretary/Treasurer --
James G. Weeks, PhD

D. BROWN APR 19 1996

EFFECTIVE DATE
4-25-96

ARTICLES OF INCORPORATION
OF
SUNRISE COMMUNITY OF HENDRY/GLADES, INC.
(A Florida Nonprofit Corporation)

FILED
APR 25 1996
HENDRY COUNTY, FLORIDA
CLERK OF CIRCUIT COURT

The undersigned, a natural person the age of twenty-one years or more, acting as Incorporator of a corporation, hereby adopts the following Articles of Incorporation for such corporation pursuant to the Florida Not-for-profit Corporation Act, and signs and delivers the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Sunrise Community of Hendry/Glades, Inc.

ARTICLE II - DURATION

The existence of this corporation shall commence on the 25th day of April, 1996; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

- A. This corporation is a nonprofit corporation as defined in the Florida Nonprofit Act. The corporation is not formed for pecuniary profit.
- B. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).
- C. This corporation is authorized to engage in any lawful activity for which nonprofit corporations may be organized under the laws of the State of Florida and shall have all of the powers vested in a nonprofit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph B above.
- D. This corporation is a Public Benefit Corporation.

ARTICLE IV - LIMITATION

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, nonvoting Members, Directors or Officers, other private individuals or organizations organized and operated for a profit; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 3 hereof, to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax described in Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2) or (3) (as the case may be); and/or (c) by an organization contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2) or 2522(a)(2).

ARTICLE V - MEMBERS

The corporation shall have such members as are specified in the bylaws of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of the corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
Leslie W. Leech, Jr.	9040 Sunset Drive Miami, FL 33173

ARTICLE VII - BOARD OF DIRECTORS

The management of the corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The manner of election of directors and officers of the corporation shall be provided in the bylaws of the corporation. The names and addresses of the initial Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Connie Crowthers	3812 Palmarillo St. Miami, FL 33134-7021
Richard McCarthy	5041 SW 94th Ct. Miami, FL 33165
Robert Moring	Suite 409 9400 S. Dadeland Blvd. Miami, FL 33156

ARTICLE VIII - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) A nonprofit organization or organization which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) A nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE IX - INCORPORATOR AND PRINCIPAL OFFICE OF CORPORATION

The following address is the initial principal office of the Corporation.
The name and address of the person signing these articles is:

Name

Leslie W. Leech, Jr.

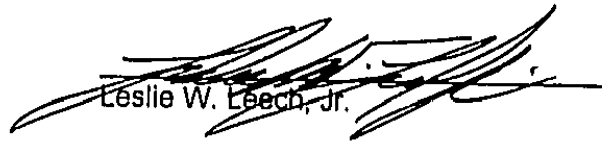
Address

Suite 70-A
9040 Sunset Drive
Miami, FL 33173

ARTICLE X - INDEMNIFICATION

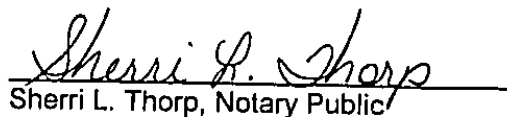
This corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

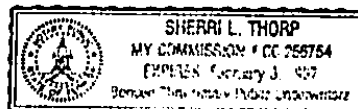
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of April, 1996.


Leslie W. Leech, Jr.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me, by Leslie W. Leech, Jr. as Incorporator, who is personally know to me, this 16th day of April, 1996.

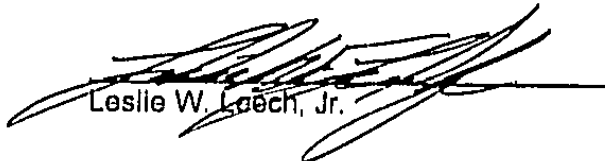

Sherri L. Thorp, Notary Public



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ACCEPTANCE BY REGISTERED AGENT


Having been named 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.


Leslie W. Leech, Jr.

RECEIVED
APR 16 1996
NOTARY PUBLIC
DADE COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 16th day of April, 1996 by Leslie W. Leech, Jr., who is personally known to me and who did not take an oath.


Sherri L. Thorp, Notary Public

My Commission Expires:

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