

N96000002343

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD

ATTORNEYS AND COUNSELORS AT LAW

101 SOUTH COURTESY PARKWAY
P. O. BOX 541388
HERMITT ISLAND, FLORIDA 32664-1388
(407) 453-8333
FAX (407) 453-8841

1380 MURRELL ROAD, SUITE 100
MELBOURNE, FLORIDA 32940-7947
(407) 289-8000
FAX (407) 284-4478

100 RIALTO PLACE, SUITE 210
P. O. BOX 2228
MELBOURNE, FLORIDA 32908-2228
(407) 228-6373
FAX (407) 228-6477

REPLY TO:

April 11, 1996

Merritt Island

100000178124101
04/16/96--01100--008
+++122.50 +++122.50

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

Re: Senior Care of Brevard County, Inc.
Our File No. 13373/23924

Gentlemen:

Enclosed herewith for filing with your office please find original and copy of Articles of Incorporation for Senior Care of Brevard County, Inc., together with this firm's trust account check made payable to your order in the amount of \$122.50 in payment of the requisite filing fee. Kindly return to the undersigned a copy of the Articles stamped with the date of filing.

Thank you for your assistance in this matter.

Very truly yours,

Jason Hedman

JH:RGN:dm
Enclosures

cc: Ms. Ann Plew
(with enclosure)

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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAY -1 PM 3:28

5/1
5/2

W96-8244

IN ORLANDO
DEAN, MEAD, EGERTON, BLOODWORTH,
CAROUANO & BOZARTH, P. A.
(407) 841-4000

DEAN
MEAD

IN FORT PIERCE
DEAN, MEAD & MINTON
(407) 484-7700 • (407) 562-7700

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD

ATTORNEYS AND COUNSELORS AT LAW

101 SOUTH COURTESY PARKWAY
P. O. BOX 841368
MERRITT ISLAND, FLORIDA 32954-1368
(407) 483-2333
FAX (407) 483-0641

7380 MURRELL ROAD, SUITE 100
MELBOURNE, FLORIDA 32940-1947
(407) 889-8800
FAX (407) 884-4470

100 RIALTO PLACE, SUITE 810
P. O. BOX 8838
MELBOURNE, FLORIDA 32902-8838
(407) 788-0373
FAX (407) 788-0477

REPLY TO:

April 26, 1996

Merritt Island

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

Re: Senior Care of Brevard County, Inc.
Our File No. 13373/23924

Gentlemen:

Enclosed herewith for filing with your office please find original and copy of Articles of Incorporation for Senior Care of Brevard County, Inc. The filing fee of \$122.50 was previously paid. Kindly return to the undersigned a copy of the Articles stamped with the date of filing.

Thank you for your assistance in this matter.

Very truly yours,


Jason Hedman

JH:RGN:dm:sl
Enclosures

cc: Ms. Ann Plew
(without enclosure)

F:\RM\LTR\FLASECSTATE.6

RECEIVED APR 20 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1996

JASON HEDMAN
DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
P.O. BOX 541366
MERRITT ISLAND, FL 32954-1366

SUBJECT: SENIOR CARE OF BREVARD COUNTY, INC.
Ref. Number: W96000008244

We have received your document for SENIOR CARE OF BREVARD COUNTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person listed as incorporator in the document and the person signing as incorporator must be the same.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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 (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 896A00017836

ARTICLES OF INCORPORATION
OF
SENIOR CARE OF BREVARD COUNTY, INC.

RECEIVED
BREVARD COUNTY
CLERK'S OFFICE
MAY - 1 1986 3:21 PM

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 SENIOR CARE OF BREVARD COUNTY, INC.

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

The address of the principal office of the corporation is 300 Tucker Lane, Cocoa, Florida 32926, and the mailing address of the corporation is 300 Tucker Lane, Cocoa, Florida 32926.

ARTICLE III - PURPOSES AND POWERS 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 organization, operation and maintenance of a center to provide care and attention for adults 60 years of age or older who are frail or moderately handicapped. The rules governing the organization, operation and maintenance of the care center shall be as set forth in the Bylaws or determined by the Board of Directors; provided, however, that such care center shall not discriminate among clients on the basis of race, sex, national origin or religious preference.

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 - ELECTION OF 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 Directors are as follows:

Ron Shelton
3900 Loblolly Place
Cocoa, Florida 32926

Robert Willeke, Jr.
4935 Shadetree Lane
Cocoa, Florida 32926

Esther Willeke
4935 Shadetree Lane
Cocoa, Florida 32926

Norma Casdorph
161 Rosewood Drive
Cocoa, Florida 32926

Roy Fredbloom
300 Basswood Court
Cocoa, Florida 32926

Ray Potter
107 Rosewood Drive
Cocoa, Florida 32926

Darrell Sandison
301 Basswood Court
Cocoa, Florida 32926

Shirley Womack
166 Rosewood Drive
Cocoa, Florida 32926

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 300 Tucker Lane, Cocoa, Florida 32926, and the name of the initial registered agent of this corporation at that address is Ann Plow. 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:

<u>Name</u>	<u>Address</u>
Robert Willeke, Jr.	4935 Shadetree Lane Cocoa, Florida 32926

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VIII - INDEMNIFICATION

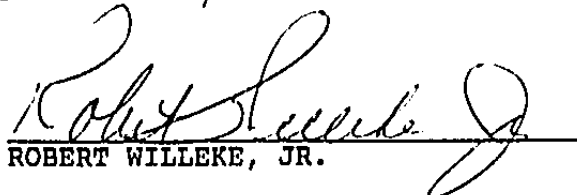
This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - DISSOLUTION OF CORPORATION 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 Cocoa, FLORIDA, this 24th day of April, 1996.


ROBERT WILLEKE, JR.

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 617.0503 of the Florida Statutes.

P. Ann Plew

ANN PLEW

Date: 4-24-96, 1996

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FILED
STATE
DIVISION OF
96 MAY -1 PM 3:21