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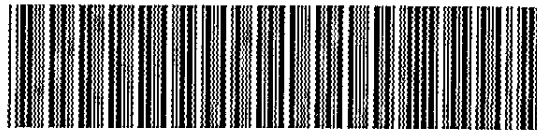
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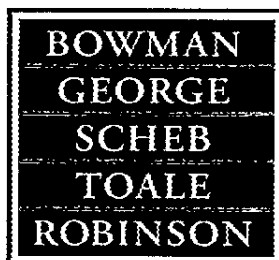
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR 5 2004

Registered

DAVID G. BOWMAN
EUGENE O. GEORGE
ROBERT P. SCHEB
JAMES E. TOALE
DAVID G. BOWMAN, JR.
ROBERT K. ROBINSON
KEVIN J. KAPUSTA
FRED E. MOORE



~ATTORNEYS AT LAW~
Established 1912

JOHN F. BURKET
1875-1947
JOHN F. BURKET, JR.
1915-1984
V. MORRIS SMITH
1921-1996
JAMES J. DRYMON
1926-2000
Retired
I.W. WHITESSELL, JR.

February 24, 2004

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

RE: Filing Restated Articles of Incorporation
The Glenridge on Palmer Ranch, Inc.

To Whom It May Concern:

Enclosed is our firm check # 17933, in the amount of \$35.00 for the filing of an original Restated Articles of Incorporation and a photocopy and Certificate.

Sincerely,


Eugene O. George

EOG/ef
F:\Documents\Gene\Glenridge\February 23.wpd

RESTATED ARTICLES OF INCORPORATION

THE GLENRIDGE ON PALMER RANCH, INC.
A Florida not for profit corporation

FILED
04 FEB 26 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

The name of the Corporation is: THE GLENRIDGE ON PALMER RANCH, INC., and it's address is: 7333 Scotland Way, Sarasota, Florida 34238.

ARTICLE 2

The Corporation shall have perpetual existence.

ARTICLE 3

The Corporation is a not for profit corporation. The purpose for which the corporation is organized is as follows:

(A) The specific and primary purpose is to operate a Life Fulfilling Community designed to meet the physical, emotional, recreational, social and religious needs of the aged.

(B) The general purpose for which this corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purpose, the making of distributions to organizations which qualify as tax-exempt under that Code.

(C) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements of otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE 4

(A) The members of the corporation shall be the Board of Directors of the Corporation.

(B) The Board of Directors shall consist of not less than five (5) and not more than seventeen (17) directors who shall be elected for terms of three (3) years by a vote of the membership of the corporation in the manner set out in the bylaws.

(C) Each member of the corporation shall be entitled to one vote in the election of the Board of Directors. The right to vote on all other matters shall be as provided in the bylaws.

ARTICLE 5

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The method of electing the directors is stated in the bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written

consent of the Board of Directors without a meeting and that the articles of incorporation (and bylaws) of this corporation authorize the directors to so act. Such a statement shall be a prima facie evidence of such authority. The names and addresses of the persons who serve as the current directors are:

Mary Fran Carroll	4719 Harvest Bend Sarasota, FL 34235
Howard G. Cromwell, Jr. (Lt. Gen.), US Army, Retired	3970 Prairie Dunes Drive Sarasota, FL 34238
Don Albertson	4136 Woodview Drive Sarasota, FL 34232
Mr. Donald Gehlbach	3948 Somerset Cove Drive Sarasota, FL 34242
Marvin Gross	2616 Moss Oak Drive Sarasota, FL 34231
Tramm Hudson	1549 Ringling Blvd. Sarasota, FL 34236
Barbara Smith	5421 Seven Oaks Sarasota, FL 34241
Steve Stottlemeyer	65 East Road Sarasota, FL 34240
J. Russell Wiltshire	4031 Wilshire Circle East Sarasota, FL 34238
Robert Windom, M.D.	5450 Eagle Point Circle Sarasota, FL 34231

ARTICLE 6

The Board of Directors shall elect the following officers: Chair of the Board, Vice Chair of the Board, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time with such terms of office and duties as specified in the bylaws.

ARTICLE 7

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida not for profit Corporation Act described above, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by the procedures set forth therefor in the bylaws.

ARTICLE 8

The Property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

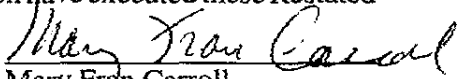
ARTICLE 9

Upon the dissolution or winding up of this corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE 10

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors.

I the undersigned, being the Chair of the Board of the corporation have executed these Restated Articles of Incorporation on February 19, 2004.


Mary Fran Carroll
Chair of the Board of Directors

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared MARY FRAN CARROLL, Chair of the Board of Directors, of The Glenridge On Palmer Ranch, Inc., to me well known and known to me to be the person described in and who foregoing Restated Articles of Incorporation and acknowledge to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of February, 2004.


Notary Public



Eugene O. George
MY COMMISSION # DD010131 EXPIRES
June 26, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE

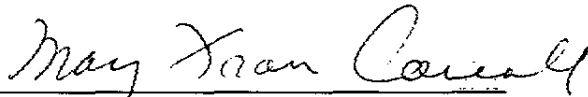
THE GLENRIDGE ON PALMER RANCH, INC.
A Florida not for profit corporation

Pursuant to Florida Statute 617.1007, The Glenridge On Palmer Ranch, Inc., presented for filing with the Department of State, its Restated Articles of Incorporation.

The Restatement does not contain any amendments requiring member approval. The Board of Directors has duly adopted the Restated Articles of Incorporation on February 19, 2004.

Dated this 19th day of February 2004.

Mary Fran Carroll


Chair of the Board