

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS
DEC 18 PM 1:35

N97000007042

Asbury Arms North,
Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File 400002376304-4
12/18/97-01028-009
- Trade/Service Mark ****122.50 ****122.50
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: AS 12/18 10:35
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Walk-In _____ Will Pick Up _____

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ARTICLES OF INCORPORATION
OF
ASBURY ARMS NORTH, INC.
A NON-PROFIT CORPORATION

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ARTICLE I
NAME

The name of this corporation is **ASBURY ARMS NORTH, INC.** (hereinafter referred to as "the Corporation").

ARTICLE II
DURATION

The corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1430 Dixon Boulevard, Cocoa, Florida 32922; the name of the initial registered agent of this corporation is JOSEPH A. DIVITO, ESQ; and the address of the registered agent is DIVITO & HIGHAM, P.A., 4514 Central Avenue, St. Petersburg, FL 33711.

ARTICLE IV
PURPOSE

The single purpose for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

(A) To provide elderly persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(B) To carry out this single purpose, the Corporation is irrevocably dedicated to and operated exclusively for non-profit, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

(C) To carry out this single purpose, the Corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V POWERS

The Corporation is empowered:

(A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(C) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202 of the Housing Act of 1959, as amended. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(D) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's assets shall be distributed for one or more exempt purposes, except for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, provided, however, that the Corporation shall at all times, so long as a mortgage on the Corporation's property is held or insured by the Secretary of Housing and Urban Development, have the power to convey its property to the Secretary of Housing and Urban Development, or its nominee for exclusively public purposes.

(E) Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI
MEMBERS

Membership in the Corporation shall, at all times, be limited to individuals who are the Trustees of THE FIRST UNITED METHODIST CHURCH OF COCOA, or such other individuals as elected by the Membership. In the event that a member ceases to be a Trustee of THE FIRST UNITED METHODIST CHURCH OF COCOA, then this shall constitute automatic resignation as a member of the Corporation.

ARTICLE VII
OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The names and post office addresses of the persons who shall serve as initial Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WADE A. IVEY	275 Eagle Lane Merritt Island, FL 32953
WILLIAM R. WINNER	1002 Barton Boulevard Rockledge, FL 32955
WILLIAM H. STEPHENSON	2540 Fairfield Drive Cocoa, Florida 32926
WILLIAM R. HESLOP	3507 Rocky Gap Place Cocoa, FL 32926
SANDRA F. PATRICK	2816 Tulane Drive Cocoa, FL 32926
MAURICE F. BUCKNER	6030 Ranchwood Drive Cocoa, FL 32922
REV. ROBERT W. ATCHLEY	3 North Hardee Circle Rockledge, FL 32955
WILLIAM L. BOOTH	1301 Turnberry Court Rockledge, FL 32955
CAROL M. SIMPSON	2403 Mercer Drive Cocoa, Florida 32926
ROBERT C. WOOLFE	1795 Hidden Lake Drive Rockledge, FL 32955
CARL C. RUSSELL	1493 Rockledge Drive Rockledge, FL 32955

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one year. The Secretary and Treasurer may be one and the same person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<u>OFFICER</u>	<u>NAME</u>
President	WADE A. IVEY
1st Vice President	WILLIAM R. WINNER
2nd Vice President	WILLIAM H. STEPHENSON
Secretary	SANDRA F. PATRICK
Treasurer	WILLIAM R. HESLOP

Directors shall serve without compensation.

ARTICLE VIII INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

WADE A. IVEY	275 Eagle Lane Merritt Island, FL 32953
WILLIAM R. WINNER	1002 Barton Boulevard Rockledge, FL 32955
WILLIAM H. STEPHENSON	2540 Fairfield Drive Cocoa, Florida 32926
WILLIAM R. HESLOP	3507 Rocky Gap Place Cocoa, FL 32926
SANDRA F. PATRICK	2816 Tulane Drive Cocoa, FL 32926

**ARTICLE IX
AMENDMENTS**

So long as the Corporation's property is subject to a Regulatory Agreement in favor of the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 13 day of November, 1997.

Waide A. Ivey
WAIDE A. IVEY

William R. Winner
WILLIAM R. WINNER

William R. Heslop
WILLIAM R. HESLOP

Sandra F. Patrick
SANDRA F. PATRICK

William H. Stephenson
WILLIAM H. STEPHENSON

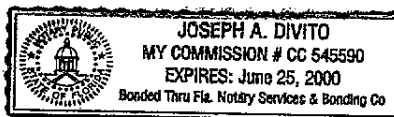
STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13 day of November, 1997, by WAIDE A. IVEY. Such person did not take and oath and:
(notary must check applicable box)

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

Joseph A. Divito
Name of Notary (Typed, Printed or Stamped)

Commission No. _____
(if not legible on seal)
My Commission expires: _____
(if not legible on seal)



STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13 day of November, 1997, by WILLIAM R. WINNER. Such person did not take and oath and:
(notary must check applicable box)

is/are personally known to me.

produced a current Florida driver's license as identification.

produced _____ as identification.

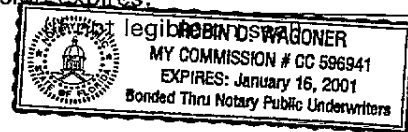
Robin D. Wagner

Name of Notary (Typed, Printed or Stamped)

Commission No. _____

(if not legible on seal)

My Commission expires: _____



STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13 day of November, 1997, by WILLIAM R. HESLOP. Such person did not take and oath and:
(notary must check applicable box)

is/are personally known to me.

produced a current Florida driver's license as identification.

produced _____ as identification.

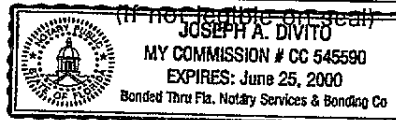
Joseph A. Divito

Name of Notary (Typed, Printed or Stamped)

Commission No. _____

(if not legible on seal)

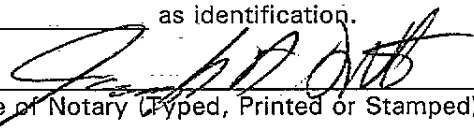
My Commission expires: _____

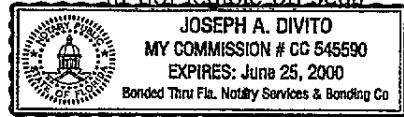


STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13 day of November, 1997, by SANDRA F. PATRICK. Such person did not take and oath and:
(notary must check applicable box)

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

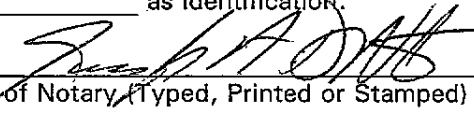

Name of Notary (Typed, Printed or Stamped)
Commission No. _____
(if not legible on seal)
My Commission expires: _____
(if not legible on seal)

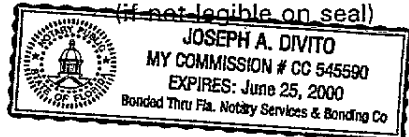


STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13 day of November, 1997, by WILLIAM H. STEPHENSON. Such person did not take and oath and:
(notary must check applicable box)

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.



Name of Notary (Typed, Printed or Stamped)
Commission No. _____
(if not legible on seal)
My Commission expires: _____
(if not legible on seal)



ACCEPTANCE BY DESIGNATED REGISTERED AGENT

ASBURY ARMS NORTH, INC., having designated JOSEPH A. DIVITO, ESQ. as its Registered Agent and whose address is 4514 Central Avenue, St. Petersburg, FL 33711, having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 13 day of November, 1997.



JOSEPH A. DIVITO,
Registered Agent

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