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John Anthony

(Requestor's Name)

1030 West Olive St. (P.O. Box 805)

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Lakeland, FL 33805 (941 682-064)

(City, State, Zip)

(Phone #)

EFFECTIVE DATE
1-1-98

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Central Florida Young At Heart Seniors, Inc. 600002385236--5
 (Corporation Name) (Document #) -12/30/97--01006--002
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2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

bc 12/30

**ARTICLES OF INCORPORATION
OF
Central Florida Young at Heart Seniors, INC.
(A Corporation Not For Profit)**

EFFECTIVE DATE

1-1-98

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be Central Florida Young at Heart Seniors, INC.

ARTICLE II

DURATION

The term of the Corporation shall be perpetual.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 1007 Stucki Terrace, Winter Garden, Florida 34787. The Board of Directors may, from time to time, move the principal office to any other address in Orlando, Florida, and may establish branch offices in such other places within the state of Florida as it may designate.

The registered agent of the Corporation is Charlie Mae Wilder, whose address is the same as the registered office.

ARTICLE IV

PURPOSES

The purpose for which the corporation is organized is exclusively for religious, educational, charitable and scientific, that are described in Section 509 (a) (1), (2) or (3) or the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of its office.

- (1). To encourage every senior to live to their fullest potential;
- (2). To encourage every senior to be neat, alert, prompt, kind polite, careful, and fair;
- (3). To encourage every senior to be a good citizen to all mankind and to make our communities a better place in which to live;
- (4). To initiate an adoption program in every community for the adoption of a child, a family or an individual;
- (5). To establish Bible Clubs for the entire family;
- (6). To mentor and tutor children to further enhance their education; and
- (7). To provide workshops in crafts and other areas.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority;

- (1). To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the by-laws.
- (2). To establish and office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

- (3). To distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (4). To purchase, acquire, own, hold, guarantee, sell, design, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebted or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (5). To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits for the laws of the State of Florida applicable to corporations of the character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provide that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited to their application to accomplish the purpose for which this Corporation is formed.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors which shall be composed of not less than (3) three and no more than (15) fifteen.

ARTICLE VI

DISSOLUTION

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the by-laws and shall include that:

- (1). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (2). Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
 - (b). Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
 - (c). All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in Section 509 (a) (1) , (2), or (3), and (ii) to which deductible contributions can be made under Section 170 (c) (2), 2522 (a) (2), as the Board of Directors shall select.

All statutory reference herein are to the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VII

INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director may be a party or may become involved by reason of being or having been a director or officer at the time such expense incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin January 1st and end December 31st of each calendar year.

ARTICLE IX

TERRITORY

The territory in which the operation of the Corporation is principally to be conducted is Central, Florida.

ARTICLE X

OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are:

PRESIDENT:

Rosemary Jean McDonald
309 N. Normandale Avenue
Orlando, Florida 32835

VICE-PRESIDENT:

Lillie Shanks
P.O. Box 607057
Orlando, Florida 32860

Recording Secretary:

Laura Powell
757 South Orange Avenue
Orlando, Florida 32801

Financial Secretary:

Sara Hammock
P.O. Box 351
Plymouth, Florida 32819

Assistant Secretary

Bobbie Zackery
1826 Mable Butler Avenue
Orlando, Florida 32805

Coordinator:

Mildred Dixon
1089 North Circle
Winter Garden, Florida 34787

ARTICLE XI **FIRST BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall not be less than three (3). The names and addresses of such persons are to serve as directors until the first election thereof are:

Rosemary Jean McDonald
309 N. Normandale Avenue
Orlando, Florida 32815

As stated in the by-laws
Lillie Shanks
P.O. Box 607057
Orlando, Florida 32860

Laura Powell
757 South Orange Avenue
Orlando, Florida 32801

Sara Hammock
P.O. Box 351
Plymouth, Florida 32819

Bobbie Zackery
1826 Mable Butler Avenue
Orlando, Florida 32805

Charlie Mae Wilder
1007 Stucki Terrace
Winter Garden, Florida 34787

Mildred Dixon
1089 North Circle
Winter Garden, Florida 34787-4296

Article XII
AMENDMENTS

The Articles of Incorporation may be made, altered or rescinded by a majority vote of the directors at any meeting at which time a quorum is present. The By-Laws may be made altered or rescinded by a two-thirds vote of the Directors at any meeting at which time a quorum is present.

Coorporation Shall be effective 1/1/98
ARTICLE XIII *Effective DATE*
INCORPORATORS *Article XIV*

The names and residences of the subscribers to these Articles are:

Rosemary Jean McDonald Rosemary Jean McDonald
309 N. Normandale Avenue
Orlando, Florida 32835

Lillie Shanks Lillie Shanks
P.O. Box 607057
Orlando, Florida 32860

Laura M. Powell Laura Powell
757 South Orange Avenue
Orlando, Florida 32801

Sara Hammock Sara Hammock
P.O. Box 351
Plymouth, Florida 32819

Charlie Mae Wilder Charlie Mae Wilder
1007 Stucki Terrace
Winter Garden, Florida 34787

Mildred Dixon Mildred Dixon
1089 North Circle
Winter Garden, Florida 34787

IN WITNESS WHEREOF, we, the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this _____ day of December, A.D. 1997.

Rosemary Jean McDonald
Rosemary Jean McDonald

Lillie Shanks
Lillie Shanks

Laura M. Powell
Laura Powell

Sara Hammock
Sara Hammock

Charlie Mae Wilder
Charlie Mae Wilder

Mildred Dixon
Mildred Dixon

**STATE OF FLORIDA
COUNTY OF POLK**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared:

Rosemary Jean McDonald
Lillie Shanks
Laura Powell
Sara Hammock

Charlie Mae Wilder
Mildred Dixon

to me well known to the persons described in the foregoing Articles of Incorporation and acknowledge before me that they subscribed to same.

Willie Lee Williams
NOTARY PUBLIC



Willie L. Williams
My Commission CC642061
Expires April 27 2001

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

Pursuant to the provisions of sections 607.0501 or 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: Central Florida Young At Heart Seniors, Inc.

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

Charlie Mae Wilder
(Name)

1007 Stucki Terrace
(P.O. Box **NOT** acceptable)

Winter Garden, Florida 34787
(City/State/Zip)

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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 Charlie Mae Wilder

DATE December 22, 1997

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314