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December 18, 1997

Secretary of State
Capital Bldg.
Tallahassee, Fla. 32399

000002396140--2
-01/09/98--01106--001
****210.00 ****122.50

Re: Veterans Residential Community, Inc.

Enclosed for filing are the Articles of Dissolution for the above for profit corporation. The determination has been made that this needs to be a Florida non-profit corporation, so the for profit corporation created in January, 1997 is to be dissolved, with the non-profit corporation created and it's Articles filed thereafter.

The Articles of Incorporation of Veterans Residential Community, Inc., a Florida non-profit corporation, are likewise enclosed. Please file these Articles immediately following the filing of the articles of dissolution for the for profit corporation.

Our check in the amount of \$210.00 to cover all required filing fees, is enclosed.

On filing, would you please send us a copy of the Articles of Dissolution, and the Articles of Incorporation for the non-profit corporation, when each is effective.

*Called 4/2/98, Terry
gave auth by phone
to add the acceptance of
Registered Agent.*

*Dmc
1-9-98*

~~789,2544,2553,611~~


008 98 APR -1 AM 11:05
STATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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w98-622

Thank you very much, and please don't hesitate to call with any questions you may have.

Sincerely,

A handwritten signature in dark ink, appearing to read "DJ Milne". The signature is written in a cursive, flowing style.

Douglas J. Milne
DJM/tlc
enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 12, 1998

DOUGLAS J. MILNE, ESQ.
MILNE & BUCKINGHAM, P.A.
P.O. BOX 7691
JACKSONVILLE, FL 32238

SUBJECT: VETERANS RESIDENTIAL COMMUNITY, INC.
Ref. Number: W98000000622

We have received your document for VETERANS RESIDENTIAL COMMUNITY, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 498A00001519

AFFIDAVIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned incorporator and sole director respectively
do hereby affirm:

1. On January 5, 1998 we executed Articles of Dissolution for Veterans Residential Community, Inc. a Florida corporation.
2. We hereby declare that we have no intention of reinstating this corporation, or using it's name for a for profit corporation.
3. In fact, the undersigned are two of the incorporators of Veterans Residential Community, Inc. for a not for profit corporation.

Executed in Jacksonville, Duval County, Florida this 26 day of March, 1998.

Terry Carkhuff
Terry Carkhuff
Incorporator

Betty N. Grow
Betty Grow
Incorporator

STATE OF FLORIDA

Before me, the undersigned authority, personally appeared Terry Carkhuff and Betty Grow, who are personally known to me and who acknowledged to me under oath that they executed the foregoing affidavit and that contents are true.

Executed in Jacksonville, Duval County, Florida this 26 day of March, 1998.

Marie Wells

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



ARTICLES OF INCORPORATION
VETERANS RESIDENTIAL COMMUNITY, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED

98 APR -1 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, has set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

1. NAME. The name of the corporation is Veterans Residential Community, Inc. a Florida not for profit corporation.
2. DURATION. The corporation shall have perpetual duration, following the date of filing these Articles.
3. PURPOSES. The corporation is a not for profit corporation. The purposes for which the corporation is organized include the following:
 - (a) The specific and primary purposes for which this corporation are formed are to operate for the advancement of housing, job training, and coordination of veterans services and benefits, and for other charitable purposes, by the distribution of it's funds for those purposes, and particularly for the provision of a self-contained community in which veterans may live in apartments surrounded by other veterans, who will interact with those struggling to put their lives together. This community and it's programs will be available to both new veterans leaving the military and entering civilian life, and to older veterans, some of whom rank as homeless.

- (b) The general purposes for which this corporation are formed are to operate exclusively for religious, charitable, and educational purposes which 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 those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- (c) This organization shall not, as a substantial part of it's activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

- 3. MEMBERSHIP. The members of this corporation shall be it's board of directors. The authorized number and qualification of it's members/directors of the corporation, the manner of their selection, and other rights, privileges, and responsibilities, shall be more specifically provided in the corporation's by-laws.
- 4. ADDRESS. The street address of the original registered agent of the corporation is Betty Grow, 1898 Breckenridge Blvd., Middleburg, Clay County, Florida, 32068. The name of it's original registered agent at that address is Betty Grow. The principal office shall be identical to the registered office.
- 5. DIRECTORS. The powers of this corporation shall be exercised, it's property controlled, and it's affairs conducted by a board of directors. The number of directors of the corporation shall be not less than 3;

provided, however, that number may be increased to a number specifically set forth by a bylaw, duly adopted pursuant to the bylaws of this corporation.

The directors named herein will be the first board of directors, and shall hold office until their successors are duly chosen and qualified.

Directors shall serve for a term of (3) years, and may succeed themselves for unlimited terms. Successor directors shall be chosen by the majority vote of then-directors, serving as members of this corporation.

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 individually or collectively consent in writing to the action.

Written consent or consents shall be filed with the minutes of the proceedings of the board, and any 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 taken in this manner, 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 act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are serve as the initial directors are:

Betty Grow

1898 Breckenridge Blvd.
Middleburg, Fla. 32068

Charlotta Williams

1440 North Myrtle Ave.
Jacksonville, Fla. 32209

John Glover

5353 Arlington Expy Apt.11-H
Jacksonville, Fla. 32211

6. INCORPORATORS. The name and address of each incorporator are:

Betty Grow

1898 Breckenridge Blvd.
Middleburg, Fla. 32068

Terry Carkhuff

4141 Honeysuckle Circle
Middleburg, Fla.32068

Mildred Rizk

4524 Country Club Road
Jacksonville, Fla. 32210

7. OFFICERS. The board of directors shall elect the following offices: President, Vice President, Treasurer and Secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers.

President:

Betty Grow, 1898 Breckenridge Blvd.
Middleburg, Fla.32068

Vice President:

Betty Grow

Secretary:

Carlotta Williams, 1440 N. Myrtle Ave.
Jax., Fla. 32209

Treasurer: John Glover, 5353 Arlington Expwy
Apt.11-H,Jax., Fla. 32211

8. BYLAWS. Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida 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 following the procedure set forth in the bylaws.
9. PROPERTY. The property of this corporation is dedicated to the corporation's charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual.
10. DISSOLUTION. On the dissolution or winding up this corporation, it's 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 it's tax exempt status under Section 501(c)(3) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.
11. AMENDMENTS TO ARTICLES. Amendments to these articles of incorporation may be proposed by resolution adopted by the board of directors acting as directors and as members of the corporation.

We, the undersigned, being incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these

articles of incorporation on December 19, 1997. I hereby am familiar with and accept the duties and responsibilities as registered agent for the above corporation.

Betty Grow

Betty Grow

(Incorporator) (Registered Agent)

Terry Carkhuff

Terry Carkhuff

(Incorporator)

Mildred Rizk

Mildred Rizk

(Incorporator)

STATE OF FLORIDA
COUNTY OF DUVAL

Before, the undersigned authority personally appeared Betty Grow, Terry Carkhuff, and Mildred Rizk, all of whom are personally known to me, and all of whom acknowledged to and before me, under oath, that they executed the foregoing articles of incorporation for the purposes therein stated.

Executed in Jacksonville, Duval County, Florida this 19 day of December, 1997.

Marie Wells

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



FILED
98 APR - 1 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA