

BOARD OF DIRECTORS

WILLIAM R. MARTIN, CHAIR*
STEVE BRANTINGHAM, VICE CHAIR*
GEORGE R. (DICK) LEROY,
TREASURER, CHAIR BUILDING COMM*
JOHN M. RUFF, SECRETARY*
MARY ESTHER LEROY, CHAIR*
PUBLIC RELATIONS COMMITTEE
HERBERT HALLMAN, CHAIR*
FINANCE COMMITTEE
JAMES BRANTINGHAM, CHAIR*
MINISTRY & RELIGIOUS PROGRAMMING
AMERICUS H. WOODWARD, CHAIR*
HEALTH COMMITTEE

JACK A NORMAN, CHAIR*
PERSONNEL & STRUCTURE COMMITTEE
EILEEN O'BRIEN
IRIS C. INGRAM
HUESTON KING, MD
FRANK LANAMAN
ANDREW PENZELL, C.P.A.
NICK ROKNICH, III
RICHARD H. SCHWEITZER
MARGARET W. WOODWARD
* EXECUTIVE COMMITTEE MEMBERS

*Woodmere at
Jacaranda*

A Quaker sponsored Retirement Community

Friends' Housing and Care, Inc.
3600 Wm. Penn Way
Venice, FL 34293

19800002361

WILLIS D. SCHMIDT, EXECUTIVE DIRECTOR
TED A. BENJAMIN, MARKETING DIRECTOR
ART BRYANT, DIRECTOR OF CONSTRUCTION

Information and Corporate Office: (941) 492-5935
Facsimile: (941) 492-6042

April 21, 1998

Department of State
Division of Corporations
409 East Gaine Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

Gentlemen:

Please find our forms for the creation of a new corporation, FRIENDS DEVELOPMENT CORPORATION together with our check in the amount of \$70.00. Also please find a return envelope from UPS for overnight delivery of the filed copies.

Very truly yours,



William R. Martin

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ARTICLES OF INCORPORATION

OF

FRIENDS' DEVELOPMENT CORPORATION

We, the undersigned, desiring to incorporate as a not for profit corporation for charitable and religious purposes, as authorized by Chapter 617, Florida Statutes, do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation shall be:

FRIENDS' DEVELOPMENT CORPORATION.

ARTICLE II - PURPOSES OF THE CORPORATION

The purposes for which this corporation is formed, are exclusively religious, and charitable within the meaning of Section 501-c-3 of the Internal Revenue Code of the United States of America, and the business and the objects to be carried on and promoted by it, are as follows:

- (a) To provide including professional services to other Quaker, religious and charitable corporations as may be appropriate where the State of Florida requires specialized licenses;
- (b) To plan, construct, operate, maintain, and improve housing and related facilities and services for elderly families and elderly persons for the benefit of such other charitable and religious Quaker corporations recognized as 501-c-3 by the Internal Revenue Service.
- (c) To acquire by gift or purchase, hold, sell, convey, assign, mortgage, or lease any property, real or personal, necessary or incident to the provision of housing and related facilities and services for elderly families and elderly persons.
- (d) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed or trust, or other lien.
- (e) To engage in any kind of activity, and to enter into, perform and carry out

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contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

- (h) To provide any of the above services or support to any Quaker related organization or organization whose purposes are not otherwise inconsistent with this Charter.

ARTICLE III - MEMBERSHIP

The initial members of the corporation shall consist of the following persons:

William R. Martin
3600 William Penn Way
Venice, FL 34293

Herbert Hallman
845 Jolanda Circle
Venice, FL 34292

George R. LeRoy
458 Lake of the Woods Drive
Venice, FL 34293

Arthur C. Bryant
3121 Buckview Lane
Brandon, FL 33511

Successors to the above named members and other persons who are interested in the purposes of the corporation and who are qualified in carrying out its purposes may be elected as members of the corporation by vote of the Board of Directors or the corporation, in the manner, at the times and for the terms as provided in the By-Laws. Not less than 51% of the members of the corporation and of the Board of Directors shall be members of the Religious Society of Friends (Quakers).

ARTICLE IV - TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE V - NAMES AND ADDRESS OF SUBSCRIBERS

William R. Martin
3600 William Penn Way
Venice, FL 34293

Herbert Hallman
845 Jolanda Circle
Venice, FL 34292

George R. LeRoy
458 Lake of the Woods Dr
Venice, FL 34293

Arthur C. Bryant
3121 Buckview Lane
Brandon, FL 33511

ARTICLE VI - OFFICES OF THE CORPORATION

The affairs of the corporations shall be managed by the Board of Directors to consist of the number of persons and to be elected in the manner as more particularly set forth in Article VIII hereof. The officers of the corporation shall be a Chairperson, one or more Vice-Chairpersons, as provided in the By-Laws, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors from among the members of the Board of Directors, at the times and in a manner as provided in the By-

Laws. The offices of the Secretary and Treasurer may be combined and held by the same individual. The Board of Directors may elect an Assistant Secretary or Assistant Treasurer, or both, neither of whom need be a member of the Board of Directors. All officers shall hold such terms as provided in the By-Laws. Not less than a majority of the officers of the corporation shall be a member in good standing of the Religious Society of Friends (Quakers).

ARTICLE VII - NAMES OF FIRST OFFICERS

The names and addresses of the first officers of the corporation who are to serve until the first election of officers are:

CHAIRMAN:	William R. Martin 3600 William Penn Way Venice, FL 34293
Vice Chairman	Arthur C. Bryant 3121 Buckview Lane Brandon, FL 33511
Secretary :	Herbert Hallman 945 Jolanda Circle Venice, FL 34292
Treasurer :	George R. LeRoy 458 Lake of the Woods Drive Venice, FL 34293

ARTICLE VIII - BOARD OF DIRECTORS & INCORPORATORS

The Board of Directors shall consist of an uneven number of not more than fifteen (15) persons nor less than three (3) persons, as provided by the By-Laws. The directors shall be elected as stated in the by-laws.

The names and addresses of the first members of the Board of Directors, who are also the new incorporators of the corporation, who shall serve until the first election held by the members hereunder are:

William R. Martin 3600 William Penn Way Venice, FL 34293	Herbert Hallman 845 Jolanda Circle Venice, FL 34292	George R. LeRoy 458 Lake of the Woods Dr Venice, FL 34293
Arthur C. Bryant 3121 Buckview Lane Brandon, FL 33511		

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation are to be adopted, amended or rescinded by the members of this Corporation, or by the Board of Directors, subject to approval by said

members, provided that such By-Laws and amendments thereto shall not conflict with the provisions of these Articles of Incorporation or of any Statutory or regulatory provisions dealing with charitable or religious organizations including those organized under section 501-c-3 of the Internal Revenue Code. The By-Laws may be amended by a two-thirds vote of the then existing Board of Directors.

ARTICLE X - DISSOLUTION

This corporation may be dissolved or liquidated by vote of the Board of Directors, subject to approval by said members.

ARTICLE XI - MISCELLANEOUS

(A) For the carrying out of its corporate purposes, the corporation shall have the right to accept contributions, including bequests and devises, of money or other property from non-members of the corporation, as well as from members.

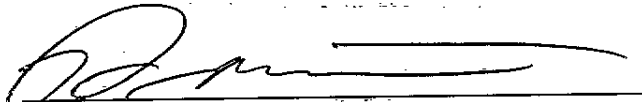
(B) No substantial part of the activities of the corporation shall consist of promulgating propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in, any political campaign, on behalf of any candidate for public office, or publish or distribute any statements with respect to any such campaign, nor shall the corporation engage in any transactions described in the Internal Revenue Code as "prohibited transactions" which would disqualify the corporation as an "exempt corporation" within the meaning of said Internal Revenue Code.


(C) The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes, and no part of the income or assets of the corporation shall be distributed to, nor inure to, the benefit of any member, director, officer or employee of the corporation, contributor or private individual. In the event of dissolution of the corporation, the assets shall be distributed to non-profit or charitable corporations or institutions which have qualified for exemption under Section 501 (C) (3) of the Internal Revenue Code as selected and approved by the Board of Directors and the members of the corporation to be used for purposes similar to those of this corporation, and no part of such assets shall inure to the benefit of any member, director, officer or employee of this corporation, contributor or private individual.


ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

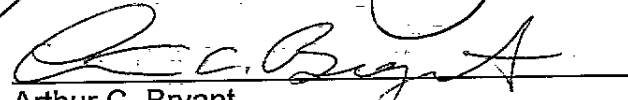
The initial address of the principal and registered office of this corporation is 3600 William Penn Way, Venice, FL 34293. The name and address of the registered agent is William R. Martin, 3600 William Penn Way, Venice, FL 34293.

IN WITNESS WHEREOF, The undersigned have hereunto set their hands and seals this 21 day of April 1998.


William R. Martin


Herbert Hallman


George R. LeRoy


Arthur C. Bryant

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

William R. Martin, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the position of Registered Agent under the Florida Statutes.


William R. Martin

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