

N98000003009

Korey, Sweet, McKinnon, Simpson & Vukelja

Attorneys and Counselors at Law

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

Robert Kit Korey, P.A.
Jeffrey C. Sweet
Noah C. McKinnon, Jr., P.A.
Edward F. Simpson, Jr., P.A.
Scott E. Simpson, P.A.
David A. Vukelja, P.A.

Suite A, Granada Oaks Professional Building
595 West Granada Boulevard
Ormond Beach, Florida 32174
Telephone (904) 677-3431
Telefax (904) 673-0748

May 19, 1998

Florida Department of State
Division of Corporations
The Capitol
409 East Gaines Street 32399
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
THE FOUNDATION FOR THE VILLAGE CHAPEL, INC.

400002531434--1
-05/21/98--01049--005
***122.50 ***122.50

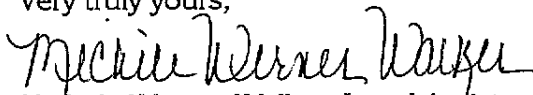
Dear Sir:

In connection with the above referenced matter, enclosed please find original and one copy of the Articles of Incorporation for the above corporation, together with Designation of Resident Agent form.

Please file the original of the said Articles and return the certified copy to me at your earliest convenience. I have enclosed our check in the amount of \$122.50 in payment of the filing fee and for the certified copy of said Articles.

If you have any questions or if additional information is needed, please contact me immediately.

Very truly yours,


Michele Werner Walker, Legal Assistant to
ROBERT KIT KOREY, ESQUIRE

:mww
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 11:45

5-27
W5

ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR THE VILLAGE CHAPEL, INC.
(A Non-Profit Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 11:46

We, the undersigned, being desirous of forming a corporation not for-profit under Chapter 617 Florida Statutes, as amended, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be THE FOUNDATION FOR THE VILLAGE CHAPEL, INC. (hereafter referred to as the "Foundation").

ARTICLE II. PURPOSE

The purposes and object of the Foundation shall be to obtain funds for the enrichment of residents who reside at The Huntington Nursing Home, and such other lawful activities as may be undertaken by the Foundation from time to time.

ARTICLE III. POWERS

The Foundation shall have the following powers:

A. All of the powers and Privileges granted to non-profit corporations under the laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Foundation, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations by laws, charters, etc.

2. Own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Foundation.

3. To own, manage, administer and operate such property (real or personal) as may be conveyed to it to implement the purpose of the Foundation.

4. Enforce the rules, regulations and by-laws of the Foundation.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

There are no restrictions on membership. The manner of membership, payment of dues and other such matters regarding members shall be delineated in either the By-Laws or the Foundation Rules and Regulations. The original membership shall be all of the original Board Members as stated in Article VIII.

ARTICLE V. VOTING

The affairs of the Foundation shall be administered and managed by the Board of Directors as described in Article XIII hereof.

ARTICLE VI. TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE VII. OFFICE

The principal Office of the Foundation shall be 1704 Huntington Village Circle, Daytona Beach, Florida 32114, or such other place as the Board of Directors may designate.

ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of this Foundation shall be managed by the Board of Directors. The initial number of members of the first Board of Directors shall be Eight (8). Members of the Foundation shall, at least annually, elect the Board of Directors. Each member of the Foundation Board of Directors shall be entitled to one vote.

B. The names and addresses of the persons who are to serve as the initial officers and representatives for the Board of Directors, until their successors are chosen, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Rev. Wallace B. Smiley	<u>The Rev. Wallace B. Smiley</u> <u>1272 BUNKER HILL Drive</u> <u>DAYTONA BEACH, FL 32119</u>	<u>Chairman</u>
Mary L. Horn	<u>2042 Swanson Dr.</u> <u>Deltona, Fl. 32738</u>	<u>Vice Chairman</u>
Michael Singletary	<u>19 Jefferson Landing</u> <u>D.B. Fl 32178</u>	<u>Sec/Treasurer</u>

ARTICLE IX. OFFICERS

A. The officers of the Foundation shall be a President, Vice President, Secretary and Treasurer and, if any, Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Foundation may not be compensated. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the Foundation and the affairs of the Foundation, and any and all such

persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member, director or officer of the Foundation.

C. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

D. The President shall be elected from the membership of the Board of Directors, but no other person need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

ARTICLE X. BY-LAWS

A. The Board of Directors shall adopt by a majority vote the original By-Laws of the Foundation.

B. The By-Laws may be amended, altered or rescinded upon the proposal and approval by an affirmative vote of fifty one (51%) percent of the votes entitled to be cast by members of the Board of Directors at a regular or special meeting of the Board, the notice of which shall state that such proposal is to be voted upon at that meeting.

ARTICLE XI. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by any member or members of the Board of Directors.

2. Each member of the Board of Directors shall be given written notice of the proposed amendment. Thereafter, at the next meeting of the Board, said amendment will be considered by the Board. The agenda for the Board meeting shall reflect the fact that the amendment will be considered and the text of the amendment will be provided to each member of the Board together with the notice of meeting. At such meeting the amendment

proposed must be approved by an affirmative vote of at least fifty one (51%) percent of the Board of Directors entitled to vote in order for such amendment to become effective. If so approved, a certified copy of the said amendment shall be filed in the office of the Secretary of State of the State of Florida.

ARTICLE XII. INDEMNITY

Every Director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Foundation whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Foundation. 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.

ARTICLE XV. SUBSCRIBERS

The name and address of the subscriber to these Articles is:

Rev. Wallace B. Smiley

The Rev. Wallace B. Smiley
1272 Bonnet Hill Dr.
DAYTONA BEACH, FL 32119

Chairman

Mary L. Horn

2042 SWANSON DRIVE
DE HONIA, FL 32738

Vice Chairman

Michael Singletary

19 Jefferson Landing
DB, FL 32118

Sec / Treasurer

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals effective as of the 12th day of May, 1998, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Rev. Wallace B. Smiley
Rev. Wallace B. Smiley

Mary L. Horn
Mary L. Horn

Michael Singletary
Michael Singletary

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing ARTICLES OF INCORPORATION were acknowledged before me this 12th day of May, 1998 by Reverend Wallace B. Smiley, Mary L. Horn, and Michael Singletary, the subscribers and incorporators who are personally known to me and who did / did not take an oath.

Linda L. Dixon
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
MY COMMISSION NO:
MY COMMISSION EXPIRES:

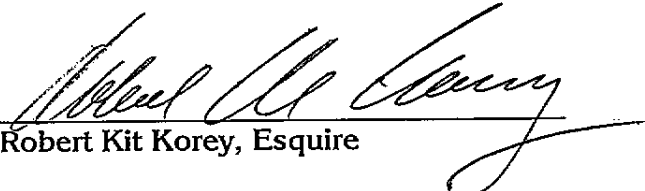


CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following submitted:

THE FOUNDATION FOR THE VILLAGE CHAPEL, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation at the City of Daytona Beach, County of Volusia, State of Florida, has named **Robert Kit Korey, Esquire**, located at **595 W. Granada Boulevard, Suite A, Ormond Beach, Florida 32174**, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.


Robert Kit Korey, Esquire

AOI-nfp

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 11:46