

N98000005744

Nancy J. Doty
471 Shepherd Avenue
Winter Park, Florida 32789

FILED
98 OCT -7 PM 4:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

September 12, 1998

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

STATE OF FLORIDA
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

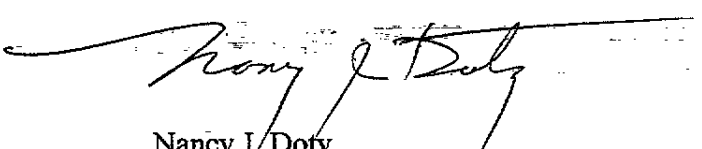
Please find enclosed Articles of Incorporation for JALCO, desiring to organize as a domestic not-for-profit corporation under the laws of the State of Florida.

Also included is certificate designating place of business for the service of process and registered agent upon whom process may be served.

Enclosed is check in the amount of \$70.00.

Thank you.

Very Truly Yours,


Nancy J. Doty
President

Enclosures: (3)

W98-21201

SD
10/7



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 17, 1998

NANCY J. DOTY
471 SHEPHERD AVENUE
WINTER PARK, FL 32789

SUBJECT: JALCO, INC.
Ref. Number: W98000021201

We have received your document for JALCO, INC. and your check(s) totaling \$70.00. 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 existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 498A00047031

Friendship House

P. O. Box 1852 Winter Park, FL 32790 (407) 644-0655

October 5, 1998

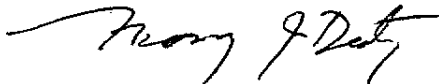
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
Attn: Sharon Davis, Document Specialist Supervisor

RE: JALCO, INC. Ref. Number: W9800002101; Letter Number: 498A00047031

Enclosed please find the revised documents as requested with new name, FRIENDSHIP HOUSE. We understand from talking with the Department that name is available.

Thank you for your prompt response.

Sincerely,



Nancy J. Doty, President

ARTICLES OF INCORPORATION

OF

FRIENDSHIP HOUSE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a charitable corporation under the provisions of the Florida Not For Profit Corporation Act, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be "FRIENDSHIP HOUSE, INC."

ARTICLE II

The street address of the principal office and the mailing address of the corporation is:

FRIENDSHIP HOUSE, INC.
Attention: Nancy J. Doty, President
471 Shepherd Avenue
Winter Park, Florida 32789

ARTICLE III

- 3.1 Said corporation is organized exclusively for religious, charitable or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and related to the Christian Science movement. For the purpose aforesaid, this corporation shall be entitled to receive and accept gifts and bequests of money or property, whether real, personal or mixed, and to assent to and carry out conditions, if any, attached to such gifts or bequests if such conditions are not incompatible with the purpose of this corporation as herein set forth; and, subject to limitations, if any, imposed by law or by instruments of transfer of any gift or bequest, to hold, invest and reinvest, grant, sell, mortgage, lease, lend, make gifts of, use and otherwise dispose of any such money or property so received by this corporation, including the income therefrom, for the purpose of this corporation as hereinabove set forth.
- 3.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 distribution in furtherance of the purposes set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not

- participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 3.3 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)
- 3.4 Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and related to the Christian Science movement, and as the Board of Trustees shall determine.
- 3.5 The specific and primary purposes for which this corporation is formed are to establish, operate, maintain and provide a home for the aged, with special consideration for members of the Christian Science faith and for other charitable purposes by distribution of its funds for such purposes and particularly:
- 3.5.1 To start, operate and provide a home for seniors and to provide other services, funds, and facilities needed to enable its elderly resident to live safe, useful and independent lives as a Family Association at the lowest feasible costs;
- 3.5.2 To help make homes self-supporting, if possible, in that operating funds will be derived from the fees charged for residence in the home. Furthermore, if a person is admitted to a FRIENDSHIP HOUSE facility, the corporation is committed to maintain said person as resident to the extent it is able even if, subsequently, such person becomes unable to pay said monthly fee; and
- 3.5.3 To eliminate prejudice and lessen community tensions in accepting unrelated elderly as a family unit.

ARTICLE IV

The period of duration of this corporation shall be perpetual.

ARTICLE V

The location of this corporation's registered office in this state shall be

471 Shepherd Avenue
Winter Park, Florida 32789;

and the registered agent shall be Nancy J. Doty.

ARTICLE VI

The name and address of the incorporator of this corporation is as follows:

Eleanor A. Hill
102 South Interlachen Avenue #309
Winter Park, Florida 32789

ARTICLE VII

The members of this corporation shall consist of those persons who serve on the initial Board of Directors of this corporation, those persons who from time to time are approved as additional members by the unanimous vote of all existing members, and are members of The First Church of Christ, Scientist, The Mother Church, in Boston, Massachusetts, and of a branch church of said church. Each member shall be entitled to one (1) vote in the affairs of this corporation.

ARTICLE VIII

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) directors, all of whom shall be members of this corporation. The directors shall be elected by the members. The terms of office of the directors, the manner of filling vacancies in the Board of Directors and the manner of removing directors shall be as specified in the By-Laws of this corporation. Unless otherwise provided in the By-Laws, the term of office of members of the Board of Directors shall be one (1) year.

The first Board of Directors shall consist of five persons, to hold office until the first annual meeting of the members, and their names and addresses are as follows:

Mrs. Nancy J. Doty
471 Shepherd Avenue
Winter Park, Florida 32789

Jennifer Franklin
1485 Westchester Ave.
Winter Park, Florida 32789

Miss Eleanor A. Hill
102 S. Interlachen Avenue #309
Winter Park, Florida 32789

Mrs. Paulette Skinner, C.S.
201 West Canton Avenue
Winter Park, Florida 32789

Mr. Rob Blackwell
917 Garden Drive
Winter Park, Florida 32789

ARTICLE IX

There shall be no personal liability of members of this corporation for corporate obligations.


ARTICLE X

This corporation shall have no capital stock.

ARTICLE XI


Except as limited by these Articles or by the By-Laws, this corporation, its directors and officers, shall have all the powers and duties provided for in the Florida Not For Profit Corporation Act, as the same has been or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned have executed these presents this 2nd day of October, 1998.


Eleanor A. Hill, Incorporator

Having been named as registered agent and to receive service of process for the aforementioned corporation at the place designated in these provisions, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated: Oct. 2, 1998



Nancy J. Doty
Registered Agent

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

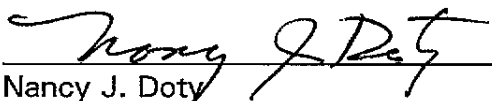
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

FRIENDSHIP HOUSE, INC. (the "Corporation") desiring to organize as a domestic not-for-profit corporation or qualify under the laws of the State of Florida with its principal place of business at 471 Shepherd Avenue, Winter Park, Florida 32789 has named and designated Nancy J. Doty with her registered address at 471 Shepherd Avenue, Winter Park, Florida 32789, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as Registered Agent for FRIENDSHIP HOUSE, INC. (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2nd day of October, 1998.



Nancy J. Doty
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA