

N 980000006575

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Baptist Senior Ministries  
Inc.

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-11/19/98--01004--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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DIVISION OF CORPORATION

Signature

Requested by: AS 11/18 3:56  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- ☒ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
OF  
BAPTIST SENIOR MINISTRIES, INC.**

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DIVISION OF CORPORATIONS

We, the undersigned, desiring to associate for the purpose of incorporating as a charitable corporation not-for-profit under the provisions of Chapter 617 of the Florida Statutes, and a tax-exempt corporation under Section 501 (c)(3) of the Internal Revenue Code, do hereby agree to organize under these Articles of Incorporation. Baptist Senior Ministries, Inc. is not a private foundation.

**ARTICLE I**

The name of the corporation is Baptist Senior Ministries, Inc., and it shall be a subsidiary company of Florida Baptist Financial Services, Inc., and affiliated, as such, with the Florida Baptist Convention, Inc. and subject to the general supervision and control of both of those corporations in accordance with the By-Laws of Baptist Senior Ministries, Inc.

**ARTICLE II**

The principal place of business shall be Jacksonville, County of Duval, State of Florida, and the corporation's mailing address shall be 1320 Hendricks Avenue, Jacksonville, FL 32207.

**ARTICLE III**

The purpose for which the corporation is organized shall be to buy, purchase, own, acquire by gift, devise, purpose or otherwise, real and personal property, and to build, erect, construct provide for, maintain, and equip suitable buildings, houses, recreational facilities, chapels, etc. for the benefit, use, and occupation by senior citizens; to build, construct, erect, maintain, and equip skilled nursing facilities, assisted living centers, apartments, single- and multifamily dwellings, and such other homes or facilities as the corporation may desire for carrying on its work; to receive, administer, disburse, and invest gifts, devises, and bequests by or from any persons or corporation; to issue bonds, notes, debentures, and evidences of indebtedness, and to secure the same by mortgage, deed of trust, or otherwise. This corporation is organized primarily for the purpose of providing quality housing, health care, and other ministry to senior citizens, and it shall have the power from time to time to make such contracts and to do such things as shall be authorized and directed by the members of Baptist Senior Ministries, Inc. No property belonging to Baptist Senior Ministries, Inc. shall at any time be mortgaged, sold, incumbered, or otherwise disposed of except by written consent and direction of the said Baptist Senior Ministries, Inc., evidenced by Resolution of said corporation duly passed and adopted.

**ARTICLE IV**

The Board of Baptist Senior Ministries, Inc. (BSM) shall consist of not less than three elected members nor more than nine elected members, which members shall be known as Directors, and shall serve for terms of three years each, with eligibility to serve an additional three year term. Directors' terms will be staggered to provide continuity of oversight.

Each year hereafter, not less than three nor more than nine Directors shall be elected by the Directors of Florida Baptist Financial Services, Inc. (FBFS), as provided in the By-Laws. All Directors must be members of cooperating Southern Baptist churches in Florida, and two-thirds of the BSM Directors must be Directors of FBFS.

## ARTICLE V

The initial registered agent shall be George R. Borders, 10010 Belle Rive Blvd., #607, Jacksonville, FL 32256.

## ARTICLE VI

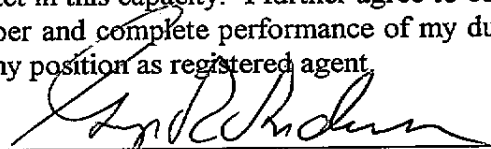
Amendments to these Articles of Incorporation must be approved by a majority of the Board of Directors, upon notice as stipulated in the By-Laws.

## ARTICLE VII

No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this corporation; and, upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution, shall be distributed to the Florida Baptist Convention, Inc., Jacksonville, Florida, or its successors and assigns; and none of the assets will be distributed to any member, officer, or director of this corporation.

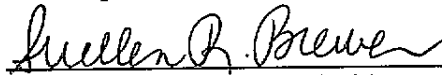
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator and registered agent, have hereunto set my hand and seal this 12th day of November, A.D. 1998, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

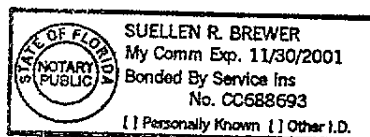
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
George R. Borders, Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of November, A.D. 1998, by George R. Borders, personally known to me, who acknowledged that he was executing these presents as Incorporator and Registered Agent on behalf of Baptist Senior Ministries, Inc..

  
Notary Public, State of Florida  
My Commission expires: 11/30/2001



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