

N 98000006935

TRANSMITTAL FILED

98 DEC -4 PM 4:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002703623--2
-12/04/98--01093--003
*****87.50 *****87.50

SUBJECT: SPRINGVIEW COMMUNITY DEVELOPMENT CORPORATION
(Proposed corporate name - must include suffix)

EFFECTIVE DATE

12-3-98

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David L. Gray
Name (Printed or typed)

1019 S. Mildred Avenue
Address

Brooksville FL 34601-3601
City, State & Zip

(352) 799-1190 or Pager (352) 540-3374
Daytime Telephone number

P. Hall

DEC - 6 1998

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
SPRINGVIEW COMMUNITY DEVELOPMENT CORPORATION
AS A NONPROFIT CORPORATION

FILED
98 DEC -4 PM 4: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, hereby certifies that the initial board of directors have associated themselves together for the purpose of establishing a nonprofit corporation under and accordance with the provision of Chapter 617 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for nonprofit and in pursuance of the terms of said Statutes, hereby declare and certify as follows:

ARTICLE I. NONPROFIT ENTITY NAME

EFFECTIVE DATE

12-3-98

The name of this nonprofit corporation shall be SPRINGVIEW COMMUNITY DEVELOPMENT CORPORATION.

ARTICLE II. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office, as well as the initial mailing address, of this nonprofit corporation is 1019 South Mildred Avenue; Brooksville, Florida 34601-3601, and may transact its business and maintain offices for such purposes at such places either within or without this state.

ARTICLE III. PURPOSE

This nonprofit corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and any part of the world:

(a) The business shall be, including but not limited to,:
For Educational purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States as authorized to do so under the nonprofit laws of the State and any part of the world.

(c) The nonprofit corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV. SPECIFIC PURPOSE

The specific purpose for which this nonprofit corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities which this nonprofit corporation may ultimately conduct, is:

To provide foster care children education and housing in a planned community environment, thereby providing for their educational, social, and housing needs, enabling them to grow into self-respecting adults –

Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3), or the corresponding provisions of any future United States internal Revenue Laws.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The business and affairs of this nonprofit corporation shall be conducted by a Board of Directors who shall number not less than three (3), nor more than nine (9) members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Board of Directors may fill any vacancy which may occur on the Board of Directors pending the next monthly meeting of the Board of Directors. The Bylaws shall specify further the manner in which directors are elected or appointed.

The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The names and addresses of the three (3) initial directors of this nonprofit corporation are:

NAME	ADDRESS
David L. Gray Chairman, Director	1019 South Mildred Avenue Brooksville, Florida 34601-3601
Robert Sparrow Director	3923 Haynes Circle Casselberry, Florida 32707
Christine W. Gray Director	1019 South Mildred Avenue Brooksville, Florida 34601-3601

ARTICLE VI. OFFICERS

The names and addresses of the Officers, who are subject to the provisions of the Articles, Bylaws and Laws of the State of Florida, shall hold office and have qualified are as follows:

NAME	ADDRESS
David L. Gray President and Chief Financial Officer	1019 South Mildred Avenue Brooksville, Florida 34601-3601
Robert Sparrow Vice President	3923 Haynes Circle Casselberry, Florida 32707
Christine W. Gray Secretary	1019 South Mildred Avenue Brooksville, Florida 34601-3601

ARTICLE VII. LIMITATIONS

No part of the net earnings of the nonprofit corporation shall inure to the benefit of, or be distributed to, its directors, 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 distributions in the furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the nonprofit corporation shall be the carrying on of propaganda, or otherwise attempting to influence State/Federal legislation, and the nonprofit corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this nonprofit corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this nonprofit corporation.

ARTICLE VIII. DISSOLUTION

In the event of a dissolution of this nonprofit corporation, and at the discretion of this nonprofit corporation's Board of Directors, any assets remaining after payment of creditors shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County where the principal office of the nonprofit corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX. PRIVATE PORPERTY

The private property of the directors, officers, employees and agents of the nonprofit corporation shall be forever exempt from any and all corporate debts of every kind and nature incurred by the nonprofit corporation, and as authorized by the laws of this State. The private property of the nonprofit corporation shall be forever exempt from any and all personal debts of every kind and nature incurred by the directors, officers, employees and agents of the nonprofit corporation, and as authorized by the laws of this State.

ARTICLE X. INDEMNIFICATION

The nonprofit corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or have been a director, officer, employee, or agent of the nonprofit corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgements, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this nonprofit corporation.

ARTICLE XI. DIRECTOR'S LIABILITY

No director of this nonprofit corporation shall be personally liable to the nonprofit corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely:

- (a) A breach of duty of loyalty to the nonprofit corporation.
- (b) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law.
- (c) The authorizing of an unlawful payment or distribution out of the corporate assets.
- (d) Any transaction made in the furtherance of the exempt purposes of the nonprofit corporation which the director derived an improper personal benefit.
- (e) Any act or acts that can be defined under the laws of this State as "Director Conflicts of Interest".

ARTICLE XII. MONTHLY MEETINGS

Monthly meetings of the Board of Directors are to be held at a place either within or without this State as fixed by the Bylaws.

ARTICLE XIII. DURATION

The nonprofit corporation shall exist in perpetuity unless sooner terminated as provided for by law.

ARTICLE XIV. NON-MEMBERSHIP PROVISIONS

The nonprofit corporation shall not be a membership type nonprofit corporation with members.

ARTICLE XV. FISCAL YEAR

The fiscal year of the nonprofit corporation shall end on the 30th day of June each year.

ARTICLE XVI. EFFECTIVE DATE

The effective date of this nonprofit corporation is December 3, 1998.

ARTICLE XVII. REGISTERED OFFICE AND AGENT

The street address of the registered office of this nonprofit corporation is 1019 South Mildred Avenue, Brooksville, Florida 34601-3601 and the name of the registered agent of this corporation is David L. Gray

ARTICLE XVIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

David L. Gray

1019 South Mildred Avenue
Brooksville, Florida 34601-3601

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 3rd day of December 1998.

David L. Gray
David L. Gray, as Incorporator

ALSO IN WITNESS WHEREOF, the undersigned having been named as registered agent and accepts service of process for the above stated nonprofit corporation at the place designated in this certificate, does hereby accept the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as registered agent on this 3rd day of December 1998.

David L. Gray
David L. Gray, as Registered Agent

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County set forth above, personally appeared David L. Gray, known to me to be the person who: (1) executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and (2) accepts the appointment as the registered agent as detailed herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of December 1998.

H. Ruth Day
Notary Public
State of Florida at Large
My Commission Expires: 7-1-99



FILED
98 DEC -4 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA