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RICHARD R. COOK
ATTORNEY AT LAW
P.O. Box 1929
DeLand, FL 32721
904-736-1012 Phone
904-736-1061 FAX
Fl Bar #254134

January 14, 1999

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

Dear Madam:

RE: VICTOR'S VISION, INC.

Enclosed are the Articles of Incorporation for a **non-profit corporation** and a check for \$78.75 for filing and for a certified copy of same.

Thanks!

Sincerely,


RICHARD R. COOK

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*****78.75 *****78.75

Richard cook GAVE

AUTHORIZATION BY PHONE TO

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DATE 1-25-99

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VICTOR'S VISION, INC.,
a Non-Profit Corporation

I

The name of the corporation is Victor's Vision, Inc..

II

The corporation shall have perpetual existence. It is a non-profit corporation as described in Section 501 (c) (3) of the Internal Revenue Code.

III

The initial registered office of the corporation shall be at 1646 Center Street, DeLand, Florida 32720. The initial registered agent of the corporation at such address shall be William L. Ryals.

IV

The corporation is organized for the following purposes:

(a) To provide affordable housing for the poor primarily in central Florida by acquiring land and improving it so as to provide parcels upon which housing for low income families can be built.

(b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better housing for economically disadvantaged people.

(c) To receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of this Charter of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purpose other than "charitable purposes" within the respective meanings of such quoted terms as defined in Articles VIII and IX, or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501 (c) (3) of the Internal Revenue Code of

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1954, as now in force or acts in amendment thereof or substitution therefor.

(d) To provide for affordable housing in such other ways as are consistent with the charitable purposes within the meaning of Section 501(c)(3) of the internal revenue code, as amended.

(e) The purpose of the Corporation shall be exclusively religious, charitable, and education within the meaning of Section 501(c)(3) of the internal revenue code, as amended.

V

The affairs of the corporation shall be managed by a Board of Directors. The method of election of Directors shall be as determined by the by-laws of the corporation.

VI

The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the Directors shall be suited to carrying out the foregoing purposes, including without hereby limiting the generality of the foregoing language, the acquisition by purchase, gift, rental, or otherwise, and the management, care, sale or lease, or other disposition of, real property, and interest in real property, including buildings and other improvements thereon, the construction, reconstruction, repair and/or alteration of such buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, dispensation, lease, or other disposition of equipment, supplies, and other personal property and interest in personal property of whatsoever name or nature, and the retention of the services (whether directly or through contact or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees provided, always, however, that no part of the property held by the corporation, or the earnings thereon, shall inure or be payable to or for the benefit of any private individual, officer or director, except that the Corporation shall be authorized to pay reasonable compensation for services rendered or for property acquired, either real or personal to any individual. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or the participation in, or intervention (including the publishing or distributing of statements) in any political campaign on

behalf of any candidate for public office.

VII

In the event of the dissolution of this corporation, to the extent allowed under applicable law, all of the assets of the corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which this corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, which said corporations, funds or foundations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, or as subsequently amended which shall be selected by the Board of Directors of the corporation. In the event that for any reason upon the dissolution of the corporation the Board of Directors of the corporation shall fail to act in the manner herein provided within a reasonable time, the Judge of the Circuit Court of Volusia County shall make such distribution as herein provided upon the application of one or more persons having a real interest in the corporation or its assets.

VIII

In these Articles of Incorporation and in any amendments to them, the terms "charitable organizations" or "charitable organization" shall mean corporations, trusts, funds, foundations, community chests or other organizations created or organized in the United States or any of its possessions, whether under the laws of the United States, any state or territory of the United States, the District of Columbia, or any possessions of the United States, and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. The organizations described in this Article VIII shall be such only as are entitled to exemption from income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or acts in amendments thereof or substitution therefor.

IX

In these Articles of Incorporation and any amendments to them, the term "charitable purposes" shall mean, and shall be limited to and shall include only, religious, charitable, scientific, literary or educational purposes within the meaning of those words as used in Section 501 (c) (3) of the Internal Revenue Code

of 1954, or acts in amendment thereof or substitution thereof.

X

As a means of accomplishing the foregoing charitable, religious and educational purposes, the corporation shall have the following additional powers:

- (1) To adopt, amend and alter by-laws of the corporation governing its internal affairs.
- (2) To elect and appoint officers, agents, and employees, consistent with said by-laws and this Charter and not in violation of law.
- (3) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of trust or by other privilege upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
- (4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as may be provided for in the by-laws of the corporation subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- (5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or reasonably necessary to the attainment of the purposes of the corporation, subject to the further limitation and conditions that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

XI

The initial Board of Directors shall consist of:

President	William L. Ryals
Vice President	Leroy Williams
Secretary	Richard R. Cook
Treasurer	Richard R. Cook

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The Board of Directors shall never consist of few than three members

XIII

The names and addresses of the incorporators are:

William L. Ryals 1646 Center Street, DeLand, FL 32720
Richard R. Cook, 2253 River Ridge Road, DeLand, FL 32720

Having been named to accept service of process, as indicated in the foregoing Articles of Incorporation. I hereby agree to act under Fla. statutes chapter 48.091. IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

William L. Ryals
WILLIAM L. RYALS
(Registered Agent)

Richard R. Cook
RICHARD R. COOK

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a notary public personally appeared the foregoing WILLIAM L. RYALS and RICHARD R. COOK, individuals described as Incorporators, who are personally known to me and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 14th day of January, 1999.

Notary
Title

CC771574
Serial Number

Robert H. Sayler
Notary Signature

ROBERT H. SAYLER
Notary Name Printed
Commission expires: 9/28/02

