



# CENTRAL FLORIDA LEGAL SERVICES, INC.

128-A Orange Avenue ■ Daytona Beach, Florida 32114-4310  
(904) 255-6573 Voice/TDD ■ Fax (904) 255-6574

N99000005243

July 21, 1999

Theresa C. Shanon  
664 So. Nova Road, Apt. 116  
Ormond Beach, FL 32174

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\*\*\*\*\*78.50 \*\*\*\*\*78.50

Re: Articles of Incorporation

Dear Ms. Shanon:

As promised, please find a copy of the proposed Articles of Incorporation for the Prince of Peace Villas Resident Association. Please review them, make any necessary changes and return them to me for corrections. Also, you should be aware that there is a \$78.50 filing fee to file the Articles with the Secretary of State.

If you have any questions or comments, please feel free to contact me.

Sincerely,

  
SHIRLEY GREEN  
Attorney at Law

SG/pc/client/brief/  
shanon/articles\_ltr

Enclosure

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PRINCE OF PEACE VILLAS RESIDENT ASSOCIATION, INC.

In compliance with the requirements of the Laws of the State of Florida, the undersigned, all of whom are residents of Volusia County, Florida, and all of whom are of full age, have this day voluntarily associated themselves to gather for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

NAME

The Corporation will be known as PRINCE OF PEACE VILLAS RESIDENT ASSOCIATION, Inc., hereafter referred to as the "Corporation."

ARTICLE II

ADDRESS OF CORPORATION

The address of this Corporation's registered office in the State of Florida, County of Volusia is initially 664 South Nova Road, Bldg 1 Unit 116, ~~Daytona~~ Beach, Florida 32174 and the name of the initial registered agent at such address is Theresa Shannon.

*Opmond Beach*

ARTICLE III

PURPOSE

The purpose for which the Corporation was incorporated under the Non-Profit Corporation Law of the State of Florida and, the business and objects to be carried on and promoted by it, are as follows:

A. This Corporation is organized exclusively for charitable and/or educational purposes, including for such purposes, the making or distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law. In pursuance of the foregoing purposes, the Corporation shall have the power to address issues of concern to the residents of Prince of Peace Villas and provide services to such residents predicated upon the provision, maintenance and operation thereof on a non-profit basis.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distribute to its members trustees, officers or of the private persons, except that the Corporation

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shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

#### ARTICLE IV

The Corporation is empowered:

A. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects in its business, and to secure the same, by mortgage, pledge or other lien on the Corporation's property.

B. To do and perform all acts reasonable necessary to accomplish the purpose of the Corporation. Including but not limited to applying for Grant funds from local, state and federal sources.

C. Accept complaints and address issues of residents concern with Local, State and federal sources including passing on complaints of the residents to the appropriate agencies.

D. To act as the representative group for the residents on Prince of Peace Villas on the local, state and federal level, for any and all events where representation is needed to address tenants rights.

E. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purpose within the meaning of Article III (A) hereof, other than of religious purposes all the foregoing meaning of section 501(c)(3) of the Internal Revenue Case of 1968, as amended, or the corresponding section of any future United States Internal Revenue law, for public purposes. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized

and operated exclusively for such purposes. For court distribution standing shall be vested in any corporate officer or member.

#### **ARTICLE V MEMBERSHIP**

##### **1. Qualifications.**

Membership in the Corporation shall, at all times, be limited to no less than 3 three. Each member shall meet the qualification for directorship to the Board.

#### **ARTICLE VI BOARD OF DIRECTORS**

##### **1. Powers and Number.**

The affairs of the Corporation shall be managed by its Board of Directors which may exercise all powers of the Corporation and do all lawful acts and things as are not by statute or by the Articles of Incorporation or by the Bylaws directed or required to be exercised and done by the Members. There shall be no less than three (3) nor more than nine (9) directors.

#### **ARTICLE VII ELECTION AND TERM OF OFFICE**

The Directors shall be appointed at each Annual Meeting of the Members and shall hold office for a term of 2 years. No person may serve as Director for more than two (2) consecutive terms.

#### **ARTICLE VIII LIMITATION ON DIRECTOR LIABILITY**

##### **1. Personal Ability.**

A director of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take an action.

##### **2. Standard of Care.**

(a) Each Director of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his/her duties as a Director, including his/her duties as a member of any committee or the board upon which he/she may serve, in good faith, in a manner he /she reasonably believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary

prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely, in good faith, on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the Directors reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individuals Directors may, in considering the best interest of the Corporation, consider the effects of any action upon employees, suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a).

(c) Actions taken as a Director or any failure to take action shall be presumed to be in the best interest of the Corporation; absent breach of fiduciary duty, lack of good faith or self-dealing.

#### ARTICLE IX TERM OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Department of the State of Florida, and this corporation shall have perpetual existence thereafter, unless and until sooner dissolved according to the law.

#### ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of two thirds (2/3) of the Directors.

ARTICLE XI  
INDEMNIFICATION

1. General.

The Corporation shall indemnify each officer, director and employee (Indemnities) from the expenses and risks as set forth in these Articles if such Indemnatee has acted in good faith or in a manner which he/she reasonably believed to be in the best interest of the Corporation. So long as the Secretary of HUD is the insurer of a mortgage on the Corporation's property, any indemnification provided for herein shall, to the extent it is provided with funds derived from the property, be subject to such mortgage.

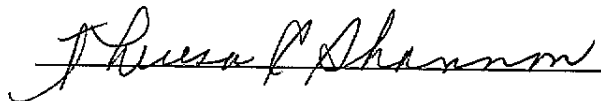
2. Expenses.

Indemnities shall be indemnified against all expenses (including attorney's fees), judgments and amounts paid in connection with any threatened, pending or completed action, suit or proceeding, (other than an action by or in the right of the Corporation) by reason of the fact the Indemnatee is or was an employee, officer or director of the Corporation.

ARTICLE XII  
BYLAWS

The Bylaws of this Corporation shall be promulgated by the Board of Directors and may be amended as provided therein.

IN WITNESS WHEREOF, the undersigned being the subscriber and incorporator and the person named herein as the initial President of the Corporation, has executed these Articles of Incorporation on this 20 day of August, 19 99.



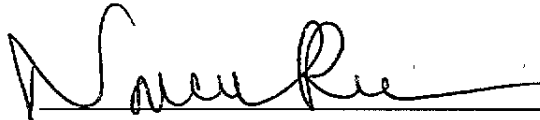
, INCORPORATOR

STATE OF FLORIDA:  
COUNTY OF VOLUSIA:

The foregoing instrument was acknowledged before me this 20 day of August, 19 99, by TERESA C SHANNON the incorporator of Prince Of Peace Villas Resident Association, Inc. and who is personally known to me, and who did not take an

oath.

NANCEE REIN  
Notary Public, State of Florida  
My comm. exp. July 26, 2003  
Comm. No. CC858264



Notary Public Signature

NANCEE REIN

Notary Public at Large (Printed Name)

My Commission Number:

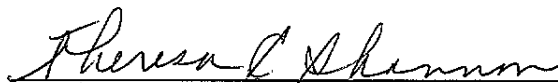
My Commission Expires:

**REGISTERED AGENT ACKNOWLEDGMENT**

The Prince of Peace Villas Resident Association, Inc. desiring to organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 664 South Nova Road, Bldg. 1 Unit 116 Daytona Beach, Fl 32174, has named Theresa Shannon (registered agent's name) at the principal address, Volusia County, Florida, as it's agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open and promptly apprising the Secretary of State of the State of Florida of any changes in the address of the registered agent.



Registered Agent, Theresa Shannon

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