

N9900005557

August 30, 1999

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

800002984639--2  
-09/13/99--01040--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

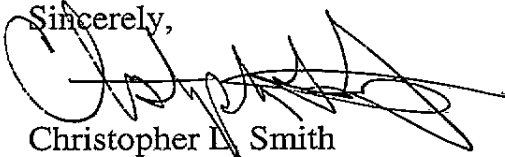
Dear Sirs:

Enclosed please find an original and one (1) copy of the *Articles of Incorporation* for **POMPANO BEACH SENIOR HOUSING, INCORPORATED** and a check for \$78.75 (Seventy-Eight dollars and Seventy-five cents) as payment for the filing fee and Certificate of Incorporation.

Please expedite the Certificate of Incorporation to the following address:

Christopher L Smith  
1818 NW 19th Street  
Ft. Lauderdale, FL 33311

Sincerely,

  
Christopher L. Smith  
Incorporator

FILED  
99 SEP 13 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-20  
WC

FILED  
99 SEP 13 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Pompano Beach Senior Housing, Inc.**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

Section 1.1. The name of the Corporation is **Pompano Beach Senior Housing, Inc.**, (the "Corporation").

**ARTICLE II  
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III  
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue certificates of Membership.

**ARTICLE IV  
PURPOSE**

Section 4.1. The purpose for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. The Corporation shall have the power, either directly or indirectly, wither alone on in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affection one or more of its purposes); and no Director or Officer of the Corporation or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manners not to become subject to tax undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986(or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the country where the principal office of the 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.

## **ARTICLE V**

### **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

## **ARTICLE VI**

### **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

NAME	ADDRESS
Ed Phillips	3333 W. Atlantic Blvd., #16 Pompano Beach, FL 33069 954-973-3038
Alfreda Burgess	1848 NW 6th Avenue Pompano Beach, FL 33069 954-941-2558
James Jones	1595 NW 7th Avenue Pompano Beach, FL 33060 954-943-4675
Barbara Carthon	1631 NW 2nd Terrace Pompano Beach, FL 33060 954-306-8922

Johnny McCray	1571 NW 6th Avenue Pompano Beach, FL 33060 954-284-2753 (pager)
Ira Blue	3300 N. University Drive. #302 Coral Springs, FL 33305 954-755-1177
Perry Thurston	1339 NE 4th Avenue Ft. Lauderdale, FL 33304 954-566-4899
Rodney Brown	5950 W. Oakland Park Blvd., #105 Ft. Lauderdale, FL 33306 954-566-8855
June King	612 NW 15th Avenue Pompano Beach, FL 33069 954-941-2558
Dr. Adkins	3333 W. Atlantic Blvd. Pompano Beach, FL 33069 954-970-3484
Terry Lewis	861 NW 85th Terrace Plantation, FL 33324
Freeman King	PO Box 1941 Pompano Beach, FL 33061
Emma Ellington	137 NW 15th Street Pompano Beach, FL 33060 954-781-8537
John Mohern	1111 NW 24th Avenue Pompano Beach, FL 33069 954-968-1639
Cloretta C. Williams	2738 NW 4th Court Pompano Beach, FL 33069 954-970-0822

Ula Foster	570 SW 14th Street Deerfield Beach, FL 33441 954-428-6471
------------	---

Section 6.3. The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than four (4) months before the expiration of the next elected Director.

## **ARTICLE VII** **ADDRESS**

Section 7.1. The Street Address of the principal office of this corporation in the State of Florida is

Ed Phillips  
3333 W. Atlantic Blvd., #16  
Pompano Beach, FL 33069

The Board may, from time to time, move its principal office in The State of Florida to another place in this State.

## **ARTICLE VIII** **REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The Registered agent and registered office of the Corporation shall be:

Ed Phillips  
3333 W. Atlantic Blvd., #16  
Pompano Beach, FL 33069

## **ARTICLE IX** **AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

## **ARTICLE X** **BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI**  
**INCORPORATOR**

Section 11.1. The name and address of the Incorporator of this Corporation are as follows:

Christopher L. Smith  
1818 NW 19th Street  
Ft. Lauderdale, FL 33311

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this  
30th Day of August, 1999.

  
\_\_\_\_\_  
Christopher L. Smith  
INCORPORATOR

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROGRESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Pompano Beach Senior Housing, Incorporate, desiring to organize under the laws of the State of Florida with its principle office as indicated in the Certificate of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named Ed Phillips, located at 3333 W. Atlantic Blvd., #16, Pompano Beach, FL 33069, County of Broward, State of Florida, as its 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, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relating to keeping open said office.

Date 8-30-1999 Registered Agent Ed Phillips

FILED  
99 SEP 13 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA