

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

National Church Residences of New Port Ritchie, Inc.

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**ARTICLES OF INCORPORATION
OF
NATIONAL CHURCH RESIDENCES OF NEW PORT RITCHIE, INC.**

The undersigned, desiring to form a not-for-profit corporation under Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of said corporation shall be **NATIONAL CHURCH RESIDENCES OF NEW PORT RITCHIE, INC.**
- SECOND:** The principal place of business and mailing address of the corporation shall be c/o National Church Residences, 2335 North Bank Drive, Columbus, Ohio 43220.
- THIRD:** The specific purposes for which the corporation is organized shall be to provide elderly, handicapped, low- or moderate-income, or otherwise disadvantaged persons with nursing, housing, and assisted living and related services specially designed to meet their physical, social, and psychological needs and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a non-profit basis. Without limitation by the foregoing, the corporation may engage in any lawful purpose or purposes that Florida corporations organized not-for-profit may conduct under Florida law and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any similar statutes hereafter enacted. The corporation shall have the authority:
- (a) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes.
 - (b) To borrow money and issue evidence of indebtedness in any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the corporation's property.
 - (c) To do and perform all other lawful acts or activities reasonably necessary to accomplish the purposes of the corporation.
- FOURTH:** The corporation's funds and the income therefrom shall be used only for charitable or educational purposes which fully qualify the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as may be hereafter amended, and other applicable sections of the Internal Revenue Law of the United States.

No part of the funds of the corporation or net earnings therefrom shall inure to the benefit of any private shareholder, member, trustee, officer of the corporation, or any private person (except that (a) corporate funds may be expended to carry out

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the charitable or educational purposes of the corporation, and (b) reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation or participating or intervening in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements).

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as may be hereafter amended.

FIFTH: In the event of dissolution of the corporation, the assets and any unexpended income remaining after paying or making provision for the payment of all of the liabilities of the corporation shall be distributed exclusively for the purposes of the corporation, or to such other organization or organizations designated by the Board of Directors which are organized and operated exclusively for charitable or educational purposes as shall qualify at that time as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as may be hereafter amended. No private shareholder, member, trustee, officer of the corporation or any private person shall be entitled to share in the distribution of any of the corporation's assets upon dissolution of the corporation.

SIXTH: The manner in which the Directors are elected or appointed is as follows: The names and addresses of the persons who are to be the initial Directors of the corporation are as follows:

Steven R. Kerber
2335 North Bank Drive,
Columbus, OH 43220

William Gibeaut
2335 North Bank Drive,
Columbus, OH 43220

John L. Jones
2335 North Bank Drive,
Columbus, OH 43220

The Directors designated above shall serve until the 2000 annual meeting of members and until their successors are duly elected and qualified, or until their earlier resignation, removal from office, or death. At such meeting and thereafter, the Directors shall be elected by majority vote of the members.

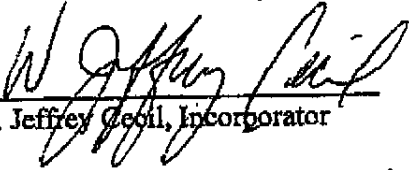
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SEVENTH: The initial Bylaws for the government of the corporation, the conduct of its affairs, and the management of its property shall be adopted by the affirmative vote of a majority of the Directors. Said Bylaws may be amended, or new Bylaws may be adopted from time to time thereafter by the affirmative vote of either (a) a majority of the Directors, or (b) a majority of the voting members of the corporation present in person or by proxy at a meeting of voting members held for such purpose at which a quorum is present.

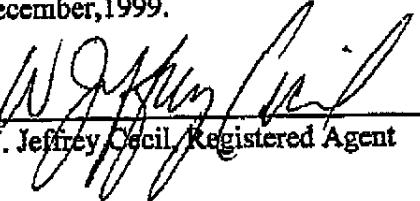
EIGHTH: The name and Florida street address of the corporation's registered agent are W. Jeffrey Cecil, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

NINTH: The name and address of the Incorporator to these Articles of Incorporation are W. Jeffrey Cecil, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.


W. Jeffrey Cecil, Incorporator

12/17/99
Date

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 this 17th day of December, 1999.


W. Jeffrey Cecil, Registered Agent

12/17/99
Date

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