

POS000049603

Chevrolet Bennett
(Requestor's Name)

(Address)

1630 Balkin Rd #68
(Address)

Tallahassee FL 32305
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300048199803

04/04/05--01048--020 **78.75

FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

24 COVERED
05 APR -4 PM 1:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR -4 PM 1:41

ARTICLES OF INCORPORATION
In Compliance with Chapter F.S., (For Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR -4 PM 1:41

ARTICLE I - NAMES:

The name of the corporation shall be:

Silver Crest Villa of Tallahassee, Inc.

ARTICLE II - PRINCIPLE OFFICE:

The principle place of business and mailing address of this corporation shall be:

1630 Balkin Road, Lot 68, Tallahassee, Florida 32305

ARTICLE III - PURPOSE:

The purpose for which the corporation is organized is:

Silver Crest Villa of Tallahassee, Inc. is organized to:
Own and Management Apartment Complexes and Residential Properties, and Childcare Facilities as well as Respite Care for Adults/Children and Janitorial Services.

ARTICLE IV - MANNER OF ELECTION:

The manner in which the directors are elected or appointed:

All Directors shall be elected by majority of current officers in the Fall planning meeting on/or before October 1st of each year. The current CEO/President will preside over the elections. Potential officers can nominate themselves, or can be nominated by other officers. Nominees may make brief speeches before the votes are cast. Votes will be casts by secret ballot. The President will cast a vote only in the case of a tie. If the election is close, the President may choose to have a run-off election between the leading candidates. Upon the unexpected resignation or death of an Officer replacement will occur in the manner described above, except appointment may occur in any month and appointee can only serve for the term of the original office holder.

ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS:

List names (s), address (es), and specific title (s):

Names	Address	Title
Cheryl L. Bennett	1630 Balkin Road, Lot 68, Tallahassee, FL 32305	CEO/President
Tony E. Bennett	1630 Balkin Road, Lot 68, Tallahassee, FL 32305	COO/Vice President
Anthony L. Kelley	1630 Balkin Road, Lot 68, Tallahassee, FL 32305	CFO/Treasure

Section 1: An organization **conflict of interest statement** is an operation for the duration of this organization, stipulating the following:

- a. Board members can receive reasonable compensation.
- b. The following 5 reasonable compensation protocol points are applied for the duration of the organization.
 - Board Member is determined to be the best person for the job.
 - Compensation is less than or equal to going market rate.
 - Approved by the 2/3 vote of the Board.
 - Board of Director wanting and/or deserving of compensation cannot participate in the vote nor be present in the room when the vote occurs.
 - No one related to the Board Member in question by blood, marriage, business relationship, or by any other personal interest can participate in the vote nor be present in the room when the vote occurs.

Section 2: Membership fees and dues are not required at this time, as business grows then fees and dues will be required in 2 years or business operation.

Section 3: Business meetings of this organization shall be held monthly at a time and place determined by the President to be most convenient and expedient. Meetings held via telephone or Internet conferences are acceptable when necessary, except when voting will occur.

Section 4: Attendance of all Board of Directors is required at all business meetings. If a Board Member misses more than 80% of the board meetings regardless of the forum in which the meeting takes place must come up for a vote of removal. Unless in a state of emergency, and is approved by the President and the Board of Directors. Notice of time and place of meetings shall be made by the President at least three days prior to the date of the meeting.

Section 5: The procedure at all meetings, including committee, shall be governed by accepted Parliamentary rules of order, and all present shall observe proper decorum during the meetings of SCV, Inc., and its various committees.

Constitution and Amendments:

Section 1: The organization shall have the power to add to, alter, amend, and repeal these By-Laws not inconsistent with the word and spirit of the Articles of Incorporation, as may be deemed necessary.

Section 2: Amendments shall be adopted by the favorable concurrence of not less than two-thirds (2/3rds) of those Board of Directors present and voting, provided that such amendment or amendments shall have been read in full to the organization.

Section 3: The Duties of the CEO/President shall be as follows **with** solicitations from Board members:

- a. Oversee Board and Executive Committee Meetings.
- b. Serves as ex-officio member of all committees.
- c. Make sure Board resolutions are carried out.
- d. Call Special Meetings if necessary.
- e. Appoint all Committee Chairs and recommend who will serve on committees.
- f. Prepare Agenda for Board Meetings.
- g. Interface between Board and Employees.
- h. Interface between Organization and Community.
- i. Formulate policies and planning recommendations to the Board.
- j. Decide or guide Courses of Actions in operations by staff.
- k. Oversee Operations or Organization.
- l. Implement Plans.
- m. Manage Human Resources of Organization.
- n. Manage Financial and Physical Resources.
- o. Assist in the Selection and Evaluation of Board Members.
- p. Make recommendations, supports Board during orientation and self-evaluation.
- q. Support Board's evaluation of Chief Executive.

Section 4: The COO/Vice President shall assist the President in any way possible and fulfill the duties of the President's absence along with implementing the following duties:

- a. Facilitate implementation of organizations programming goals.
- b. Serve as a substitute for the President when required and approved by the President.
- c. Assist the President in fulfilling job functions as needed.
- d. Membership of the Board.
- e. Maintain involvement with the daily transactions of the organization.
- f. Maintain close, cooperative contact with each and every one of the VP's and other Officers in every event, meeting, or idea with which they are involved.
- g. Set up the logistical details for the Weekly Board of Directors Meetings (e.g., time, location, etc.)
- h. Coordinate with the VP's and other Officers to document the roles and responsibilities for future Board Members.
- i. Document Policies and Procedures to ensure organization's legacy.
- j. Serves as a resource for all the VP's and other Officers in carrying out their responsibilities.

Section 5: The CFO/Treasurer shall manage all financial concerns relative to SCV, Inc., along with the following position duties.

- a. Membership on the Board.
- b. Sign all paperwork in conjunction with the CEO/President that legally obligates SCV, Inc.
- c. Oversees all Bank Records.
- d. Documenting all financial transactions related to SVC, Inc.
- e. Provides Financial Oversight of all SCV, Inc.'s Projects.
- f. Maintain knowledge of the organization and personal commitment to its goals and objectives.
- g. Understand Financial Accounting for Profit Organizations.
- h. Serves as Financial Officer of the Organization and as Chairperson of the Finance Committee.
- i. Manage, with the Finance Committee, the Board's Review of and action related to the Board's financial responsibilities.
- j. Work with the Chief Executive/President to ensure that appropriate Financial Reports are made available to the Board on a timely basis.
- k. Assist the Chief Executive/President, in preparing the Annual Budget and presenting the Budget to the Board for approval.
- l. Review the Annual Audit and answers Board Members' questions about the audit.

Section 6: The Secretary Shall ensure that appropriate documentation of minutes is kept along with the following position duties:

- a. Handle all Correspondence.
- b. Membership on the Board.
- c. Maintain Records of the Board and ensures effective management or Organization's records, accuracy and safety.
- d. Manages Minutes of Board Meetings.
- e. Take Minutes at every meeting and Post them to the Website and/or distribute in the form designated by the Board of Directors within three days of the meeting.
- f. Take Roll Call of Directors at every meeting.
- g. Establish and maintain a Record of Attendance at general meetings (by way of Attendance Sheets, for example)
- h. Show sufficient familiarity with Legal Documents (Articles, By-Laws, IRS Letters, etc.) to note applicability during meetings.
- i. Assume responsibilities of the CEO/President in the absence of the CEO/President and COO/Vice President (VP).
- j. Provide Notice of Meetings of the Board and/or of a Committee when such notice is required.

Section 7: General Board Members as they are elected shall function in support of the Organization by assuming the following roles and applicable titles:

- a. Fundraising.
- b. Marketing.
- c. External Relations.
- d. Recruitment.

Article VI: Shares:

(1) One

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR -4 PM 1:41

Article VII: Incorporator

Cheryl L. Bennett

Cheryl L. Bennett
1630 Balkin Rd #68
Tallahassee, FL 32305

