

PO6000036972

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

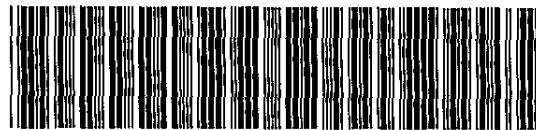
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800067130388

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR 13 AM 11:27

RECEIVED
06 MAR 13 PM 1:34
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. McKnight MAR 14 2006

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
1333 N. DUVAL STREET, TALLAHASSEE, FL 32303
PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 03-13-06

NAME: ST. GILES MANOR GP, INC

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: \$70 + \$17.50= \$87.50

RETURN: GOOD STANDING & CERTIFIED COPY

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE

ARTICLES OF INCORPORATION

OF

St. Giles Manor GP, Inc.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

1. The name of the corporation is St. Giles Manor GP, Inc. (the "Corporation"). The Corporation is wholly-owned by St. Giles Manor, Incorporated, a Florida non-profit corporation.

2. The principal place of business and the mailing address of the Corporation is 5041 82nd Avenue North, Pinellas Park, Florida 33781-9998.

3. The purpose or purposes for which the corporation is organized are, and the corporation is hereby expressly authorized to engage in, the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, including, but not limited to, acquiring, owning, improving, renting, mortgaging, encumbering, selling, exchanging, and otherwise dealing in and with real property, whether improved or unimproved, especially real property developed to benefit persons of low and moderate income.

4. The number of shares of capital stock the corporation is authorized to issue is 1,000 shares of common stock, par value \$.01 per share. All shares of stock in the Corporation shall be owned and controlled by St. Giles Manor, Incorporated, a Florida non-profit corporation. In no event shall shares of stock of the Corporation be transferred to any entity other than a Code Section 501(c)(3) organization, and any such transfer shall only be allowed upon the written approval of the U.S. Department of Housing and Urban Development. The Corporation is organized solely to allow St. Giles Manor, Incorporated to engage in a transfer of real property, and own to and develop such property to benefit elderly persons and those of low and moderate income.

5. No holder of any share or shares of any class of stock of the corporation shall have a preemptive right to purchase or subscribe for shares of any class of capital stock of the corporation now or hereafter authorized, including treasury shares, or for any securities convertible into or carrying any optional rights to purchase or subscribe for any shares of any class of capital stock of the corporation now or hereafter authorized.

6. The street address of the initial registered office of the corporation is 5041 82nd Avenue North, Pinellas Park, Florida 33781 and the name of its initial registered agent at that office is Charlotte B. Russell.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR 13 AM 11:28

7. The name and address of the incorporator of the corporation is Steven C. Hydinger, 2101 Highland Avenue South, Suite 100, Birmingham, Alabama 35205.

8. (a) The names and addresses of the individuals who are to serve as the initial directors of the corporation are as follows:

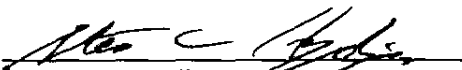
<u>Name</u>	<u>Address</u>
Dan Lemon	5041 82 nd Avenue North Pinellas Park, FL 33781
Sandy Weston	5041 82 nd Avenue North Pinellas Park, FL 33781

(b) The board of directors of the corporation may fill any vacancy occurring on the board of directors of the corporation, including, without limitation, any vacancy resulting from an increase in the number of directors of the corporation except, however, any such changes to the board of directors must be approved by the shareholder(s) of the Corporation, as provided in the Bylaws of the Corporation.

9. A director of the corporation shall not be liable to the corporation or its share-holders for money damages for any action taken, or any failure to take any action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm on the corporation or its shareholders by such director; (iii) a violation of Section 10-2B-8.33 of the Florida Business Corporation Act or any successor provision to such section; (iv) an intentional violation of criminal law by such director; or (v) a breach of such director's duty of loyalty to the corporation or its shareholders. If the Florida Business Corporation Act is hereafter amended, or any successor statute thereto is hereafter adopted or amended, to authorize the elimination of or the further limitation of the liability of a director of a corporation, then the liability of a director of the corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Florida Business Corporation Act, as amended, or any successor statute thereto, as adopted or amended.

10. The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

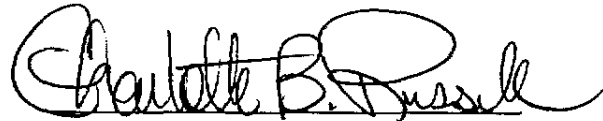
The undersigned incorporator has executed these Articles of Incorporation this
7 day of March, 2006.


Steven C. Hydinger, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the Registered Agent of ST. GILES MANOR GP, INC.

By:



Charlotte B. Russell

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR 13 AM 11:27