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November 8, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

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-11/15/96--01020--020
****122.50 ****122.50

RE: ANGELS SERVICE TO SENIORS INC.
Articles of Incorporation (Conversion to Not-For-Profit Corporation)
Effective Date and Time: October 15, 1996, 9:00 A.M.


Dear Sir or Madam:

This corporation was accidentally incorporated as a profit corporation on February 7, 1996. In order to correct this status to a Not-For-Profit Corporation we have enclosed a certified copy of the Order Approving and Granting Petition For Conversion To A Not-For-Profit Corporation, the new Articles of Incorporation and a copy, including the designation of Registered Agent. Please endorse your acceptance of the Articles on the copy, certify it, and return it. The Articles include a designation of the corporate place of business or domicile for service of process within this State, as well as the registered agent upon whom process may be served, who has signed an acceptance of appointment included with the Articles.

A check for \$122.50 is also enclosed to cover the filing fee and the cost of a certified copy for our files.

Thank you for your attention in this matter. Please contact me should you have any questions.

Sincerely yours,



Penny E. Kirkpatrick, Paralegal to
JAMES R. LEONE

PEK/

xc: file

Encl: as above

NOV 19 1996

BSB

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Cert'd Copy

IN THE CIRCUIT COURT OF THE
EIGHTEENTH JUDICIAL CIRCUIT, IN AND
FOR SEMINOLE COUNTY, FLORIDA

CASE NO: 96-1964-CA-16-A

IN RE:

ANGELS SERVICE TO SENIORS INC.
_____ /

FILED
OCT 15 1996
CLERK OF COURT
SEMINOLE COUNTY
FLORIDA

**ORDER APPROVING AND GRANTING PETITION FOR CONVERSION TO A
NOT-FOR-PROFIT CORPORATION**

THIS CAUSE having come before the court on October 15, 1996, *ex parte* and without notice, none appearing to be required, regarding the Petition for Conversion to a Not-For-Profit Corporation filed Under Florida Statutes Chapter 617 and the Court being fully advised of the premises, it is thereupon

ORDERED AND ADJUDGED:

1. That the Petition is hereby APPROVED and GRANTED.
2. The new Articles of Incorporation are APPROVED and are being endorsed by a Judge of this Court pursuant to Florida Statutes Section 617.1807, one endorsed copy being returned to Petitioner for filing. They shall be presented to the Department of State, and upon receipt thereof and upon payment of any filing fees and/or taxes due (if any) to the state by the petitioning corporation, the Department of State shall issue a certificate showing its receipt of

the Articles of Incorporation and of the payment of all taxes (if any) owed to the state. Upon payment of the filing fees specified in Florida Statutes Section 617.0122, the Department of State shall file the articles of incorporation and from thenceforth the petitioning corporation shall become a corporation not for profit under the name adopted in the articles of incorporation and subject to all the rights, powers, immunities, duties and liabilities of corporations not for profit under state law, and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease and determine.


3. All property, liabilities and indebtedness of the petitioner shall be transferred to the successor corporation, effective as the date of incorporation of the successor corporation.

DONE AND ORDERED in chambers at the Seminole County Courthouse, Sanford, Florida this 15 day of October, 1996.


CIRCUIT JUDGE

Copies (with one Court endorsed copy of the signed Articles of Incorporation, **EXHIBIT 7B** to the Petitioner) to:

Attorneys for Petitioner

CERTIFIED COPY
MARYANNE MORSE
CLERK OF CIRCUIT COURT
SEMINOLE COUNTY, FLORIDA
BY 
DEPUTY CLERK
DATE: October 15, 1996

ARTICLES OF INCORPORATION

for

ANGELS SERVICE TO SENIORS INC.

(a not-for-profit corporation under Florida Statutes Chapter 617)

FILED

96 NOV 15 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation shall be **ANGELS SERVICE TO SENIORS INC.**; and this corporation shall exist perpetually.

SECOND: The street, mailing address and principal office of the corporation is located at 2399 SUNVALLEY CIRCLE, WINTER PARK, FLORIDA 32792.

THIRD: Said corporation is organized to provide religious, charitable and educational services directed primarily but not exclusively toward senior citizens, and including for such purposes the making of distributions to its own integrated auxiliaries and other organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

This shall be a not-for-profit corporation under Florida Statutes Chapter 617.

FOURTH: The names and addresses of the directors are: Harrell E. Corley, 2399 Sunvalley Cr., Winter Park, Florida 32792 and J.B. Davis, 1141 Sairlawn Drive, Rockledge, Florida 32955.

These individuals, the founder and charter members, have by consensus committed to serve in their official capacities until death. The manner for appointing and/or electing additional or replacing current official is to be included in the corporate bylaws to be adopted and amended as necessary by the directors, and to be filed and maintained by the corporate secretary or else by the registered agent for this entity.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third

above. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

In the event of dissolution of the corporation, assets remaining after payment or provision for payment of all legally incurred debt, shall be distributed to exempt organizations organized for religious, charitable or educational purposes within the meaning of section 501(C)(3) of the Internal Revenue Code.

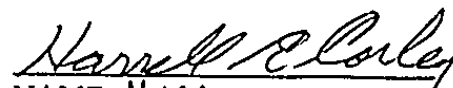
SIXTH: This corporation is not affiliated with any other not-for-profit corporation(s) and as such and is therefore not subordinate to and subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or association not for profit.

SEVENTH: The name and street address of the registered agent is HARRELL E. CORLEY, 2399 Sunvalley Cr., Winter Park, Florida 32792.

EIGHTH: I HARRELL E. CORLEY am the incorporator for these Articles of Incorporation. I reside at 2399 Sunvalley Cr., Winter Park, Florida 32792.

The undersigned incorporator has executed these Articles of Incorporation this 27 day of September, 1996.


HARRELL E. CORLEY
PRESIDENT 


NAME: HARRELL E. CORLEY
SECRETARY

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAMES OF THE CORPORATION IS: **ANGELS SERVICE TO SENIORS INC.**

2. The name and address of the registered agent and office is:

Harrell E. Corley
2399 Sunvalley Cr.
Winter Park, FL 32792

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.


HARRELL E. CORLEY

Date: September 27, 1996

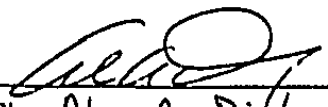
E.S. Section 617.1807 COURT APPROVAL OF ARTICLES

Pursuant to Florida Statutes Section 617.1807, approval of the undersigned circuit court judge is endorsed hereon as requested by a Petition For Conversion To A Not-For-Profit Corporation. All property, subject to indebtedness and liabilities, of the petitioning for profit corporation, shall become the property of the successor corporation not for profit. Upon receipt thereof and upon payment of any filing fees and/or taxes due (if any) to the state by the petitioning corporation, the Department of State shall issue a certificate showing receipt of its Articles of Incorporation and of the payment of all taxes (if any) to the state. Upon payment

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of the filing fees specified in Florida Statutes Section 617.0122, the Department of State shall file the articles of incorporation and from thenceforth the petitioning corporation shall become a corporation not for profit under the name adopted in the articles of incorporation and subject to all the rights, powers, immunities, duties and liabilities of corporations not for profit under state law, and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease and determine.

Date: October 15, 1996


Name: Alan A. Dickey
Circuit Court Judge
18th Circuit, Seminole County, Florida
RE: Case No. 96- 1964-CA-16-A