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Articles of Incorporation

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOLLY HILL RHF HOUSING, INC.

This is to certify that I, the undersigned, being of legal age, do hereby subscribe to these Articles of Incorporation for the purposes of forming a non-profit corporation under the laws of the State of Florida, and further certify that:

ARTICLE I: NAME

The name of the corporation is HOLLY HILL RHF HOUSING, INC. and it shall be hereinafter referred to as the "corporation."

ARTICLE II: DURATION

This corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this corporation is 3603 Central Avenue, St. Petersburg, Florida, 33713. The name of the Registered Agent of this corporation at said address is Robert P. Renfrow, Attorney at Law.

ARTICLE IV: PURPOSE

The purpose for which the corporation is formed, is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, and the business and objectives to be carried on and promoted by it are as follows:

- a) To provide, on a not-for-profit, charitable basis, to elderly and handicapped persons, housing, nursing and rehabilitation facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living with the charges for such services and facilities to be predicated upon the provision, maintenance and operation thereof on a not-for-profit basis. To the extent consistent with the financial ability of the corporation, no person shall be denied services or evicted from housing

provided by the corporation solely because of an inability to pay for said services or housing.

b) To exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this corporation, in exercising any one or more of such powers shall do so exclusively in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

c) To apply for, obtain and contract with any governmental agencies for loans or other financial aid in the form of grants, mortgage insurance, housing assistance payments or otherwise, for the provision of housing, nursing and rehabilitative facilities and services for needful elderly or handicapped persons.

d) The corporation is irrevocably dedicated to and shall be operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE VI: POWERS

The corporation is empowered:

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 incidental to the accomplishment of the purposes set forth in Article IV hereof.

b) To borrow money and issue evidence of indebtedness in furtherance of any and 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 acts reasonably necessary to accomplish the purposes of the corporation, including the execution of Regulatory Agreements or other agreements with governmental or private non-profit social service agencies or organizations as necessary or appropriate to advance the purposes and objectives of the Corporation.

d) In the event of dissolution, winding up, or other liquidation of the assets of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170 (c)(2) of the Internal

Revenue Code of 1954 or the corresponding sections of any future United States Internal Revenue Law.

e) Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII: DIRECTORS AND MEMBERS

The affairs of the corporation shall be managed by a Board of Directors, consisting of not less than five persons who shall be elected by the members of the corporation from the membership. The Directors shall serve for a three-year term and until their successors have been elected. The Directors of the corporation must at all times be members of the corporation. No non-member of the Corporation may sit as a Director. The names and post office address of the persons who shall serve as Directors until their successors are duly qualified are as follows:

NAME	ADDRESS
James P. Shaner	Suite 300, 401 East Ocean Boulevard Long Beach, California 90802
Betty J. Shaw	Suite 300, 401 East Ocean Boulevard Long Beach, California 90802
Joseph O. Murray	Suite 300, 401 East Ocean Boulevard Long Beach, California 90802
Margaret Rice	Suite 300, 401 East Ocean Boulevard Long Beach, California 90802
Clark Harshfield	Suite 300, 401 East Ocean Boulevard Long Beach, California 90802

Membership in the corporation shall, at all times, be limited to individuals who are either members of the Board of Directors of Retirement Housing Foundation, a California not-for-profit corporation, or who are appointed as members of the Corporation by the Board of Directors of Retirement Housing Foundation. In the event that an individual ceases to

be a member of the Board of Directors of Retirement Housing Foundation or such appointment to membership is withdrawn by the Board of Directors of Retirement Housing Foundation, then, in either event, it shall constitute automatic resignation as a member (and as an officer or director) of this corporation. The corporation shall be organized on a non-stock basis. Each member of the corporation shall have one vote and there are no other rights or privileges, restrictions or limitations granted or imposed upon the members. The corporation shall issue no certificates of membership.

ARTICLE VII: OFFICERS

The Board of Directors, as provided by the By-Laws of the corporation, shall elect the officers of the corporation, who shall include a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors, and such other officers as the directors may elect or appoint. Any two or more offices may be held by the same person, except the office of President and Secretary. The President, Secretary, Treasurer and other officers shall be elected annually, and shall serve for one year or until their successors are duly elected and installed.

Officers and Directors of the corporation shall serve without compensation.

ARTICLE VIII: BY-LAWS

The By-Laws of the corporation may be made, altered or rescinded by a majority vote of the full Board of Directors at any regular or special meeting convened after notice of the purpose thereof, so long as they are not inconsistent with the provisions of these Articles. Any amendment to the By-Laws must also be submitted to the Board of Directors of Retirement Housing Foundation and no such amendment shall become effective unless and until approved by a majority vote of the Board of Directors of Retirement Housing Foundation.

ARTICLE IX: AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation shall be proposed by a member of the Board of Directors, submitted to the Board of Directors and adopted by a two-thirds vote of the Board of Directors present and voting

at any regular or special meeting properly called and noticed as provided in the By-Laws. Any amendment to these Articles must also be submitted to the Board of Directors of Retirement Housing Foundation and no such amendment shall become effective unless and until approved by a majority vote of the Board of Directors of Retirement Housing Foundation. Upon such adoption and approval such Amendments must also be forwarded to the Secretary of the State of Florida and filed and approved by him before the same shall become effective.

ARTICLE X: DUES

The corporation shall levy no dues or assessments upon its members.

ARTICLE XI: INDEMNIFICATION

Directors and officers of the Corporation shall not be liable, as such, for any obligation of the Corporation. Any director or officer of the Corporation, or the legal representative of any such director or officer, shall be indemnified by the corporation against reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such director or officer or his legal representative may be made party by reason of his being or having been such director or officer; provided, (1) said action, suit or proceeding shall be prosecuted against such director or officer or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he had been derelict in the performance of his duties as such director or officer; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such director or officer or his legal representative without a final determination on the merits, and it shall be determined by the Board of Directors or in such other manner as may be provided in the By-Laws that said director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding. The privilege and power conferred by this article shall be in addition to and not in restriction or limitation of any other privilege or power which a corporation of the State of Florida may have with respect to the indemnification or reimbursement of directors or officers.

ARTICLE XIII: PRIVATE PROPERTY/PAYMENT OF DEBTS

The private property of the incorporator, members, directors and officers of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

SIGNED by the Incorporator this 18th day of September, 1986.

Wendy Lee Vehling
WENDY LEE VEHLING
3603 Central Avenue
St. Petersburg, FL 33713

STATE OF FLORIDA :

COUNTY OF PINELLAS :

BEFORE ME, personally appeared WENDY LEE VEHLING as the sole incorporator of HOLLY HILL RHF HOUSING, INC. to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of September, 1986, in the aforesaid County and State.

Donald Lee
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Jan. 25, 1988

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 18th day of September, 1986.

By: 

ROBERT P. RENFROW