

F20000005070

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number  
(shown below) on the top and bottom of all pages of the document.

((H21000438273 3))



H210004382733ABC/

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

2021 DEC -3 PM 2:27  
6-0501202

To: Division of Corporations  
Fax Number : (850)617-6380

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)214-8442

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2021 DEC -3 AM 10:17

**\*\*Enter the email address for this business entity to be used for future  
annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ASSISTED 4 LIVING, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

DEC 06 2021  
A. LUNT



December 2, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ASSISTED 4 LIVING, INC.  
6801 ENERGY COURT  
SUITE 201  
SARASOTA, FL 34240

SUBJECT: ASSISTED 4 LIVING, INC.  
REF: F20000005070

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Valerie Herring  
Regulatory Specialist III

FAX Aud. #: H21000438273  
Letter Number: 021A00028948

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION**  
**AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
21 DEC -3 AM 10:17

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F20000005070

(Document number of corporation (if known))

1. Assisted 4 Living, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Nevada  
(Incorporated under laws of)
3. 11/12/2020  
(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/09/2021
5. Arborea Healthcare, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATE  
 2021 DEC -3 AM 10:17

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

*Lu*

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Lauren Underwood

(Typed or printed name of person signing)

Attorney-in-Fact

(Title of person signing)

**FILING FEE \$35.00**

**BARBARA K. CEGAVSKE**  
Secretary of State

**KIMBERLEY PERONDI**  
Deputy Secretary for  
Commercial Recordings

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

*Commercial Recordings Division*  
202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138  
  
North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888

**Certified Copy**

12/02/2021 20:24:57 PM

**Work Order** W2021120202594 - 1754707  
**Number:**  
**Reference Number:** 20211932153  
**Through Date:** 12/02/2021 20:24:57 PM  
**Corporate Name:** Arboreta Healthcare, Inc.

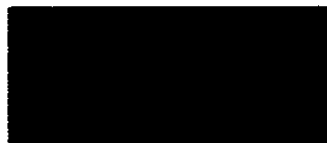
The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20211885460	Amended and Restated Articles - 11/09/2021	9



Certified By: Electronically Certified  
Certificate Number: B202112032198505  
You may verify this certificate  
online at <http://www.nvsos.gov>

Respectfully,



**BARBARA K. CEGAVSKE**  
Nevada Secretary of State



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 884-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

Filed in the Office of	Business Number
	E0248392017-6
	Filing Number
	20211885460
Secretary of State	Filed On
State Of Nevada	11/9/2021 3:58:00 PM
	Number of Pages
	9

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: Assisted 4 Living, Inc. Entity or Nevada Business Identification Number (NVID): NV20171333814
2. Restated or Amended and Restated Articles: (Select one)  (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input checked="" type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input checked="" type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> Incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 54.265% <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5768  
 Website: www.nvsos.gov

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

<b>4. Effective Date and Time:</b> (Optional)	Date: <u>12/01/2021</u> Time: <u>12:01 a.m. EST</u> (must not be later than 90 days after the certificate is filed)					
<b>5. Information Being Changed:</b> (Domestic corporations only)	Changes to takes the following effect: <input checked="" type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input checked="" type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) The entity's Amended & Restated Articles of Incorporation are attached. (attach additional page(s) if necessary)					
<b>6. Signature:</b> (Required)	<table border="0"> <tr> <td data-bbox="430 1304 868 1377"> <b>X</b> <u><i>[Signature]</i></u>                      Signature of Officer or Authorized Signer                 </td> <td data-bbox="901 1314 1356 1377"> <u>CEO &amp; President</u>                      Title                 </td> </tr> <tr> <td data-bbox="430 1409 868 1482"> <b>X</b> <u>Louis Collier, Jr.</u>                      Signature of Officer or Authorized Signer                 </td> <td data-bbox="901 1409 1356 1482">                       Title                 </td> </tr> </table> <p>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</p>		<b>X</b> <u><i>[Signature]</i></u> Signature of Officer or Authorized Signer	<u>CEO &amp; President</u> Title	<b>X</b> <u>Louis Collier, Jr.</u> Signature of Officer or Authorized Signer	 Title
<b>X</b> <u><i>[Signature]</i></u> Signature of Officer or Authorized Signer	<u>CEO &amp; President</u> Title					
<b>X</b> <u>Louis Collier, Jr.</u> Signature of Officer or Authorized Signer	 Title					
Please include any required or optional information in space below: (attach additional page(s) if necessary)						

# **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

## **ARTICLE I NAME**

The name of the corporation shall be Arboreta Healthcare, Inc. (the "**Corporation**").

## **ARTICLE II REGISTERED AGENT FOR SERVICE OF PROCESS**

Omitted pursuant to Nevada Revised Statutes (the "**NRS**") 78.403.

## **ARTICLE III CAPITAL STOCK**

**Section 1. Authorized Shares.** The aggregate number of shares which the Corporation shall have authority to issue is three hundred twenty-five million (325,000,000) shares, consisting of two classes to be designated, respectively, "**Common Stock**" and "**Preferred Stock**," with all of such shares having a par value of \$.0001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is three hundred million (300,000,000) shares. The total number of shares of Preferred Stock that the Corporation shall have authority to issue is twenty-five million (25,000,000) shares. Preferred Stock may be issued in one or more series, each series to be appropriately designated by a distinguishing letter or title, prior to the issuance of any shares thereof. The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional and other rights, and the qualifications, limitations, or restrictions thereof, of Preferred Stock shall hereinafter be prescribed by resolution of the board of directors pursuant to Section 3 of this Article III, except for the Series A Preferred Stock, which is set forth herein.

### **Section 2. Common Stock.**

(a) **Dividend Rate.** Subject to the rights of holders of any Preferred Stock having preference as to dividends and except as otherwise provided by these Amended and Restated Articles of Incorporation, as amended from time to time (hereinafter, these "**Articles**") or the NRS, the holders of Common Stock shall be entitled to receive dividends when, as and if declared by the board of directors out of assets legally available therefor.

(b) **Voting Rights.** Except as otherwise provided by the NRS, the holders of the issued and outstanding shares of Common Stock shall be entitled to one vote for each share of Common Stock. No holder of shares of Common Stock shall have the right to cumulate votes.

(c) **Liquidation Rights.** In the event of liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, subject to the prior rights of holders of Preferred Stock to share ratably in the Corporation's assets, Common Stock and any shares of Preferred Stock which are not entitled to any preference in liquidation shall share equally and ratably in the Corporation's assets available for distribution after giving effect to any liquidation preference of any shares



of Preferred Stock. A merger, conversion, exchange or consolidation of the Corporation with or into any other person or sale or transfer of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

(d) No Conversion, Redemption, or Preemptive Rights. The holders of Common Stock shall not have any conversion, redemption, or preemptive rights.

(e) Consideration for Shares. Common Stock authorized by this Article shall be issued for such consideration as shall be fixed, from time to time, by the board of directors.

### **Section 3. Preferred Stock.**

(a) Designation. The board of directors is hereby vested with the authority from time to time to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by these Articles, and to prescribe with respect to each such series the voting powers, if any, designations, preferences, and relative, participating, optional, or other special rights, and the qualifications, limitations, or restrictions relating thereto, including, without limiting the generality of the foregoing: the voting rights relating to the shares of Preferred Stock of any series (which voting rights, if any, may be full or limited, may vary over time, and may be applicable generally or only upon any stated fact or event); the rate of dividends (which may be cumulative or noncumulative), the condition or time for payment of dividends and the preference or relation of such dividends to dividends payable on any other class or series of capital stock; the rights of holders of Preferred Stock of any series in the event of liquidation, dissolution, or winding up of the affairs of the Corporation; the rights, if any, of holders of Preferred Stock of any series to convert or exchange such shares of Preferred Stock of such series for shares of any other class or series of capital stock or for any other securities, property, or assets of the Corporation or any subsidiary (including the determination of the price or prices or the rate or rates applicable to such rights to convert or exchange and the adjustment thereof, the time or times during which the right to convert or exchange shall be applicable, and the time or times during which a particular price or rate shall be applicable); whether the shares of any series of Preferred Stock shall be subject to redemption by the Corporation and if subject to redemption, the times, prices, rates, adjustments and other terms and conditions of such redemption. The powers, designations, preferences, limitations, restrictions and relative rights may be made dependent upon any fact or event which may be ascertained outside the Articles or the resolution if the manner in which the fact or event may operate on such series is stated in the Articles or resolution. As used in this section "fact or event" includes, without limitation, the existence of a fact or occurrence of an event, including, without limitation, a determination or action by a person, government, governmental agency or political subdivision of a government. The board of directors is further authorized to increase or decrease (but not below the number of such shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series. Unless the board of directors provides to the contrary in the resolution which fixes the characteristics of a series of Preferred Stock, neither the consent by series, or otherwise, of the holders of any outstanding Preferred Stock nor the consent of the holders of any

outstanding Common Stock shall be required for the issuance of any new series of Preferred Stock regardless of whether the rights and preferences of the new series of Preferred Stock are senior or superior, in any way, to the outstanding series of Preferred Stock or Common Stock.

(b) Certificate. Before the Corporation shall issue any shares of Preferred Stock of any series, a certificate of designation setting forth a copy of the resolution or resolutions of the board of directors, and establishing the voting powers, designations, preferences, the relative, participating, optional, or other rights, if any, and the qualifications, limitations, and restrictions, if any, relating to the shares of Preferred Stock of such series, and the number of shares of Preferred Stock of such series authorized by the board of directors to be issued shall be made and signed by an officer of the corporation and filed in the manner prescribed by the NRS.

**Section 4. Series A Preferred Stock.** There shall be created, out of the 25,000,000 authorized shares of Preferred Stock, a series of preferred stock, which series shall have the following powers, designations, preferences and relative participating, optional and other special rights, and the following qualifications, limitations and restrictions:

(a) Designation, Amount and Par Value. The new series of Preferred Stock is hereby designated as **Series A Preferred Stock** and the number of shares so designated shall be 2,500,000. Each share of Series A Preferred Stock shall have a par value of \$0.0001 per share.

(b) Rank. Series A Preferred Stock shall, with respect to rights on liquidation, winding up and dissolution, rank *pari passu* with Common Stock and stock of any other class of securities into which such securities may hereafter be reclassified or changed.

(c) Dividends. The holders of shares of Series A Preferred Stock have no dividend rights except as may be declared by the board of directors in its sole and absolute discretion, out of funds legally available for that purpose.

(d) Voting. The holders shall have the right to cast one (1) vote for each share of Series A Preferred Stock held of record on all matters submitted to a vote of holders of Common Stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Series A Preferred Stock shall vote together with all other classes and series of Common Stock as a single class on all actions to be taken by the holders of Common Stock and shall not be entitled to vote on any matter as a separate class or series, except to the extent that voting as a separate class or series is required by law.

(e) Automatic Conversion. All issued and outstanding shares of Series A Preferred Stock shall automatically be converted into fully paid and non-assessable shares of Common Stock, without the payment of additional consideration by the holders thereof, two (2) years after the date of issuance (the "Conversion Date") at a conversion rate of one (1) share of Common Stock for every one (1) share of Series A Preferred Stock.

(i) Mechanics of Conversion. On or before the Conversion Date, the Corporation shall issue, and instruct the Corporation's transfer agent to deliver in

book-entry form, to each holder of the Series A Preferred Stock the shares of Common Stock issuable upon conversion in accordance with the provisions hereof.

(ii) *Adjustments for Reorganization, Reclassification, Subdivision, Combination or Similar Events.* If at any time and from time to time Common Stock shall be changed into the same or a different number of shares of Common Stock or any other class or classes of stock or other securities or property, whether by capital reorganization, reclassification, subdivision, combination or otherwise, then each share of Series A Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock deliverable upon conversion of such shares of Series A Preferred Stock shall have been entitled to upon such reorganization, reclassification, subdivision, combination or other similar event (such conversion shall be deemed to have taken place immediately before the reorganization, reclassification, subdivision, combination or other similar event).

(iii) *No Fractional Shares.* No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series A Preferred Stock. In lieu of any fractional share to which the holder would be entitled based on the number of shares of Series A Preferred Stock held by such holder, the Corporation shall issue a number of shares to such holder rounded down to the nearest whole number of shares of Common Stock. No cash shall be paid to any holder of Series A Preferred Stock by the Corporation upon conversion of Series A Preferred Stock by such holder.

(iv) *Reservation of Stock.* The Corporation shall at all times when any shares of Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued Common Stock, such number of shares of Common Stock as shall from time to time be sufficient to carry out the conversion of all outstanding shares of Series A Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to carry out the conversion of all outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(v) *Issue Taxes.* The converting holder of Series A Preferred Stock shall pay any and all issue and other taxes and fees that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock.

(f) *Redemption Right.* On the Conversion Date, in lieu of converting their shares of Series A Preferred Stock into shares of Common Stock, the holders of the issued and outstanding shares of Series A Preferred Stock may, by written notice to the Corporation, which notice must be received by the Corporation on or before six (6) months prior to the Conversion Date, elect to require the Corporation to redeem all, but not less than all of the issued and outstanding shares of Series A Preferred Stock for an amount equal to \$1.00 for each issued and outstanding share of Series A Preferred Stock. The Corporation shall pay the full amount due to the holders of the issued and

outstanding shares of Series A Preferred Stock pursuant to the foregoing provision within thirty (30) days following the Conversion Date.

**Section 5. Non-Assessment of Stock.** The capital stock of the Corporation, after the amount of the subscription price has been fully paid, shall not be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed, and the Articles shall not be amended in this particular. No stockholder of the Corporation is individually liable for the debts or liabilities of the Corporation.

#### ARTICLE IV DIRECTORS AND OFFICERS

**Section 1. Number of Directors.** The members of the governing board of the Corporation are styled as directors. The board of directors of the Corporation shall be elected in such manner as shall be provided in the bylaws of the Corporation. The board of directors shall consist of at least one (1) individual and not more than thirteen (13) individuals. The number of directors may be changed from time to time in such manner as shall be provided in the bylaws of the Corporation.

**Section 2. Initial Directors.** Omitted pursuant to NRS 78.403.

**Section 3. Limitation of Liability.** The liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the NRS. If the NRS is amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers, the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the NRS, as so amended from time to time.

**Section 4. Payment of Expenses.** In addition to any other rights of indemnification permitted by the laws of the State of Nevada or as may be provided for by the Corporation in its bylaws or by agreement, the expenses of officers and directors incurred in defending any threatened, pending, or completed action, suit or proceeding (including without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative, involving alleged acts or omissions of such officer or director in his or her capacity as an officer or director of the Corporation or member, manager, or managing member of a predecessor limited liability company or affiliate of such limited liability company or while serving in any capacity at the request of the Corporation as a director, officer, employee, agent, member, manager, managing member, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, or other enterprise, shall be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the officer or director to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. To the extent that an officer or director is successful on the merits in defense of any such action, suit or proceeding, or in the defense of any claim, issue or matter therein, the Corporation shall indemnify him or her against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense. Notwithstanding anything to the contrary contained herein or in the bylaws, no director or officer may be indemnified for expenses incurred in defending any threatened, pending, or completed action, suit or proceeding

(including without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative, that such director or officer incurred in his or her capacity as a stockholder.

**Section 5. Repeal And Conflicts.** Any repeal or modification of Sections 3 or 4 above approved by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between Sections 3 or 4 above and any other Article of these Articles, the terms and provisions of Sections 3 or 4 above shall control.

#### **ARTICLE V PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the NRS.

#### **ARTICLE V COMBINATIONS WITH INTERESTED STOCKHOLDERS**

At such time, if any, as the Corporation becomes a "resident domestic corporation", as that term is defined in NRS 78.427, the Corporation shall not be subject to, or governed by, any of the provisions in NRS 78.411 to 78.444, inclusive, as may be amended from time to time, or any successor statute.

#### **ARTICLE VI BYLAWS**

The board of directors is expressly granted the exclusive power to make, amend, alter, or repeal the bylaws of the Corporation pursuant to NRS 78.120.



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E18510972021-4
Secretary of State State Of Nevada	Filing Number 20211851095
	Filed On 10/27/2021 14:22:52 PM
	Number of Pages 1

## Name - Reservation, Consent or Release

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT - SUBMIT THE FILING WITH A CUSTOMER ORDER INSTRUCTION FORM AND PAYMENT

### ☒ Name Reservation

This filing is used to Reserve an entity name to be used at a later date when filing formation or amendment documents, the name will be reserved for 90 days.

I, Assisted 4 Living, Inc., hereby request the following name to be reserved for the period of 90 days: Arboreta Healthcare

(Do not include a corporate ending)

Holder of the Reservation:

Assisted 4 Living, Inc.

USA

Name

Country

5115 East State Road 64

Bradenton

FL 34208

Business Address

City

State Zip/Postal code

The above reservation must be accompanied by a \$25.00 filing fee. An additional \$25.00 required if requesting 24 hour expedited service.

### ☐ Name Consent or ☐ Name Reservation Release

Consent to allow another party to use an entity name already on file with the Secretary of State. Release the name Reservation to another party for use in filing formation or amendment documents. **Note: If submitting a Name Release or Name Consent the form will need to be notarized.**

I, \_\_\_\_\_, hereby give consent/release for the

The person who is the current holder of the entity name

entity name of \_\_\_\_\_

to \_\_\_\_\_

Entity name having consent or being released

for use.

The person the name is being released to

**Signed: X** \_\_\_\_\_

(document must be signed before a notary public)

Signature of current holder of name

State of \_\_\_\_\_

County of \_\_\_\_\_

This document was acknowledged before me on \_\_\_\_\_ by \_\_\_\_\_

date

name of person being notarized

\_\_\_\_\_  
 Signature of notary public