

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

N00000007462

SUBJECT: SAGE LIVING CENTERS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600003455766--4
-11/07/00--01102--004
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joe B. Adair
Name (Printed or typed)

201 Wisely Way
Address

Ringgold, GA 30736
City, State & Zip

706-218-2696
Daytime Telephone number

FILED
00 NOV -7 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]

FILED
00 NOV -7 PM 3: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SAGE LIVING CENTERS, INC.
A NOT FOR PROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is Sage Living Centers, Inc., and the corporation may adopt such trade names, as it desires.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of Chapter 617, Florida Statutes, (Not for Profit).

ARTICLE III. PURPOSES

The corporation is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

1. The development of distinctly Christian ministries to senior adults individually and corporately through the fostering of research, implementation and evaluation of Biblical responses to the needs, desires and requirements - whether spiritual, emotional or physical - of senior adults.
2. The dissemination, through publications, seminars, forums and other vocal and/or visual presentations of information concerning ministry among senior adults to interested individuals, organizations and institutions.
3. The advising and counseling of established institutions and organizations for senior adults, including retirement centers, nursing homes, churches and other organizations in the development, implementation and evaluation of biblical ministry to senior adults.

4. The sponsorship, development, ownership and management of senior adult residential facilities for independent housing, personal care and extended care, as well as the offering of assisted living services to the community outside of or separate from such facilities.
5. To acquire and hold, with power to sell, mortgage, or lease, such real estate as may be necessary to accomplish the purposes of this corporation, and to acquire or erect such facilities as may be necessary to the conduct of such business; and
6. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of (and to do every other act or thing incidental to, pertinent to, growing out of or connected with) the purposes, objects or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by law upon a not for profit corporation organized under the laws of the State of Florida, and, in general, to carry on any activities and to do any of the things herein set forth to the same extent as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object or power to do any act or thing forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, Directors, 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 III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Qualification and Election. Each member of the Board of Directors must be a member of an evangelical church as determined by the Board. A Director shall not be eligible for reelection to the Board until one year after the expiration of two full or partial terms not separated by at least one year; a Director may otherwise serve nonconsecutive terms without limit. For purposes of the preceding sentence, "partial terms" shall include a term of at least two years, but not a term of less than two years. Directors shall be elected by a majority vote of the members of the Board of Directors. Nominations for the Board of Directors shall be presented to the Board.

Section 5. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 6. Initial Directors. The initial Board of Directors shall consist of four (4) members. The names and addresses of the persons who are to serve as Directors until the first annual election of Directors, or for such other periods as may be specified in the Bylaws are:

Dr. Joe B. Adair
201 Wisely Way
Ringgold, Georgia 30736

Edward A. Moore
1701 North Greenville, Suite 802
Richardson, Texas 75081

Rev. Terry Gyger
Redeemer PCA
30 East 37th Street, #M-5
New York, New York 10016

ARTICLE VII. NO MEMBERS

The corporation shall not have members.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt, not for profit corporations, including the powers specifically enumerated in the appropriate Chapters of the Florida Statutes.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) and 70(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Directorship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as Director.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall:

(1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code;

(2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article X to a section of the Internal Revenue code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. PRINCIPAL AND REGISTERED OFFICE AND AGENT

Section 1. Principal Office. The initial principal office of the corporation shall be 201 Wisely Way, Ringgold, Georgia 30736.

Section 2. Registered Office. The initial registered office of the corporation shall be 2503 Chesterfield Drive, Fort Pierce, St. Lucie County, Florida 34982.

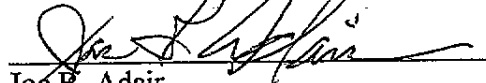
Section 3. Agent. The initial registered agent of the corporation at such address shall be James Sparks.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator, who is a citizen of the United States, is:

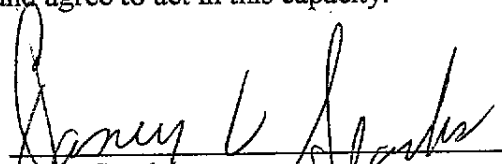
Dr. Joe B. Adair
201 Wisely Way
Ringgold, Georgia 30736

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, pursuant to Chapter 617, Florida Statutes.


Joe B. Adair
Signature Incorporator

11-1-00
Date

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as register agent and agree to act in this capacity.


James Sparks
Signature Registered Agent

11/1-3-00
Date

FILED
00 NOV -7 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA