

TRANSMITTAL LETTER

NO10000000405

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

SUBJECT: CareGivers Educational Society, Inc.
(Proposed corporate name - must include suffix)

400003551704--0
-01/17/01--01059--005
*****70.00 *****70.00

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Hammett Financial Group, Inc.
Name (Printed or typed)

5353 SW College Rd.
Address

Ocala, FL 34474
City, State & Zip

(352) 861-2000
Daytime Telephone number

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01 JAN 17 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No Copy

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

ARTICLES OF INCORPORATION

OF

CareGivers Educational Society, Inc.

THE UNDERSIGNED, have associated for the purpose of forming a non-profit corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is **CareGivers Educational Society, Inc.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE & INITIAL BUSINESS

The tax exempt purposes for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida, as well as to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. The Corporation may acquire and hold stock in any corporation; engage in joint ventures and partnerships, as a limited or general partner; acquire, own hold, manage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country, subject to the restrictions and limitations which are hereinafter set for the, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organization that qualify as exempt organizations under §501(c) (3) of the Internal Revenue Code and its regulations as they

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now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in ¶501 (c) (3) of the Internal Revenue Code and its regulations as the now exist or as they may hereafter be amended. The general nature of the business proposed to be transacted initially by the corporation, at any place within the United States, is to *provide caregivers and care recipients comprehensive and complete education and planning in the area we have labeled "Care Management"*, and generally to do all acts reasonable and necessary for the furtherance of such business.

ARTICLE IV

TAX-EXEMPT STATUS FOR CHARITABLE EDUCATION ASSOCIATION

This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax exempt status of the corporation under ¶510 (c) (6) of the Internal Revenue Code and its regulation, as such section and regulations now exist or may hereafter be amended, or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

ARTICLE V

INITIAL OBJECTIVES

The specific charitable, scientific, literary, and educational objectives of this corporation are:

- a. to provide caregivers and care recipients comprehensive and complete education and planning in the area we have labeled "Care Management". "Care Management" encompasses medical, legal, financial, social, spiritual, long-term-care, and estate planning education. Further, we coordinate governmental agencies, non-profit agencies, for profit organizations and caregivers with support and other products and services needed by the care recipient. Currently, the caregiver and care recipient are plagued with lack of information, miss-information and wrong information. Our purpose is to develop an organized plan that will maintain dignity and ensure a continuum of care for the care recipient, while providing for financial security for both the care recipient and caregiver. We understand that our services are both unique and essential for ailing seniors and their families. We are the facilitators between government agencies, non-profit organizations, for-profit companies and

the caregivers, getting the services needed to the caregivers and care recipients.

- b. to provide other non-profit organizations, government agencies and for-profit companies with the knowledge needed to better support the ailing seniors and their caregivers. Having one central place to refer the caregivers and care recipients for education, planning and assistance fills a tremendous void in the system of providing assistance to this growing segment of our society.
- c. to be dedicated to helping those applying for Medicaid find a fix for problems encountered in the qualification process. We start with education through lectures at caregiver support meetings, workshops, seminars and public speaking engagements including a weekly radio show. Then we meet with the client and through professional consultation and planning develop a plan of action. We communicate with the Department of Children and Families (DCF), prepare the application, and walk the application through the entire process with the client.
- d. To become a liaison between the care recipient and their families, especially those family members living out of the area. We are the people to call to find information, coordinate services, and learn about programs and services available for the care recipient.
- e. To provide the highest quality of healthcare management by advocacy, intervention, education and strategic planning on an individualized bases. We have a commitment to serve those entrusted to our care with the highest standards of professional care. There are limited services, in the area of health care managers, which address the needs of the senior population. Having one central place to refer the caregivers and care recipient fills a tremendous void in or community. This service meets the needs and wants of the client that is short-term or ongoing assistance, continuity of care, efficient, flexible, individualized and cost control for education, planning and assistance of the senior population.

ARTICLE VI

POWERS

In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

- a. to hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under ¶501 (c) (3) of the Internal Revenue Code and its regulations as the now exist or as they may hereafter be amended.
- b. to accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.
- c. To acquire by purchase, lease or otherwise; to won, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.
- d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of ¶501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.
- f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all it's corporate real or personal property or both.
- g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock, which may be held by this corporation.
- h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.
- i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such

activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under ¶501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

- j. No substantial part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- k. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentation or materials for the benefit of the members and/or the public.
- l. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any or all its properties, rights, privileges, and assets to secure the payment thereof.
- m. To establish terms and condition of membership in the corporation.
- n. To do nay and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under ¶501 (c) (3) of the Internal Revenue Code and its regulation as the now exist or as they may hereafter be amended.

ARTICLE VII

NON-PROFIT STATUS

This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

ARTICLE VIII

CLASSES OF MEMBERSHIP

The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

ARTICLE IX

PRINCIPAL OFFICE & MAILING ADDRESS

The street address of the initial principal office of the Corporation is 5353 SW College Road, Ocala, Florida 34474. The mailing address of the Corporation shall be 5353 SW College Road, Ocala, Florida 34474.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

This corporation appoints J. Randall Hammett, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509. The street address of this Corporation's initial registered office and the name of its original registered agent at such address is:

J. Randall Hammett
5353 SW College Road
Ocala, Florida 34474
County of Marion

ARTICLE XI

INITIAL BOARD OF DIRECTORS

The Corporation shall have ten (10) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). In the case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the By-Laws. The name and address of the initial Directors, who shall serve until their successors are qualified according to the By-Laws, are:

J. Randall Hammett, 5353 SW College Road, Ocala, Florida 34474
Cynthia L. Hammett, 5353 SW College Road, Ocala, Florida 34474
Craig T. Clark, 2061 NE 40th Street, Ocala, Florida 34470
Lynn M. Clark, 2061 NE 40th Street, Ocala, Florida 34470
Robert V. Yeager, 2326 SE 19th Circle, Ocala, Florida 34471
Danny R. Odom, 1909 NE 52nd Street, Ocala, Florida 34479
Theodore S. Fries, 5465 NE 1st Lane, Ocala, Florida 34470
Virginia M. Fries, 5465 NE 1st Lane, Ocala, Florida 34470
Kathy L. Gary, 5353 SW College Road, Ocala, Florida 34474
Kennith G. Cole, 11415 SW 69th Circle, Ocala, Florida 34476

The Board of Directors shall have full power to adopt, alter and amend the By-Laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

ARTICLE XII

DEALINGS BY DIRECTORS

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which

shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, and AGENTS

Subject to the provision of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

ARTICLE XIV

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

J. Randall Hammett, 5353 SW College Road, Ocala, Florida 34474

ARTICLE XV

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this corporation be changed, and Articles VI and XIII hereof shall not be altered or amended in any manner or way whatsoever.

ARTICLE XVI

SMALL BUSINESS CORPORATION

This Corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this Corporation shall adopt a Section 1244 offering plan.

ARTICLE XVII

COMMENCEMENT


The date and time of the commencement of corporate existence shall be effective with the filing of these Articles of Incorporation. The corporation will not commence business until it has received for the issuance of its shares consideration of the value of the stated sum which shall be at least one thousand dollars (\$1,000.00).

ARTICLE XVIII

DISOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

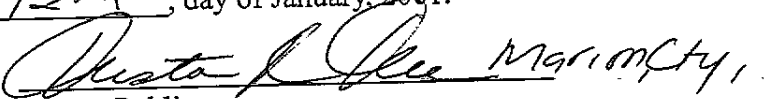
IN WITNESS WHEREOF, the undersigned Subscriber has executed these articles of Incorporation this 10th, day of January, 2001.


J. RANDALL HAMMETT
INCORPORATOR
FDC #530 476 46137-0
4-17-46 - of WM

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared J. Randall Hammett known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th, day of January, 2001.


Notary Public
State of Florida at Large
Marion Co, FL

My Commission Expires:



Cristina R Curcio
My Commission CC969739
Expires September 24, 2004

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That **CareGivers Educational Society, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ocala, County of Marion, State of FL, has named J. Randall Hammett, located at 5353 SW College Road, Ocala, Floirda 34474, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

DATE: January 10, 2001

By: J. Randall Hammett
J. Randall Hammett
Registered Agent

FILED
01 JAN 17 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA