

N05000005/32

(Requestor's Name)

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(City/State/Zip/Phone #)

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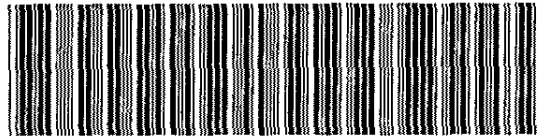
(Business Entity Name)

(Document Number)

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05/11/05--01003--010 **78.75

RECEIVED
TALLAHASSEE, FLORIDA

2005 MAY 17 A 8:25

FILED

D. WHITE MAY 17 2005

TRANSMITTAL LETTER

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

SUBJECT: Healthy Baker, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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: R. Michael Hill
Name (Printed or typed)

431 Oak Avenue
Address

Panama City, Florida 32401
City, State & Zip

850-872-4128
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 12, 2005

R. MICHAEL HILL
431 OAK AVENUE
PANAMA CITY, FL 32401

SUBJECT: HEALTHY BAKER, INC.
Ref. Number: W05000024229

We have received your document for HEALTHY BAKER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 705A00034361

**ARTICLES OF INCORPORATION
Of
Florida Non-Profit Corporation**

FILED

2005 MAY 17 A 8:25

The undersigned, acting as incorporator (s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of the corporation shall be Healthy Baker, Inc.

**ARTICLE II
The Principal place of business and mailing address**

The principal place of business and mailing address shall be: 480 West Lowder Street, Mcclenny, Florida 32063

**ARTICLE III
Purpose(s)**

The specific purpose(s) for which the corporation is organized is to provide health care facilities and services for the people of Baker County Florida and surrounding areas. To operate as a service provider and direct-support organization to receive, hold, invest, and administer property and to make expenditures to or for the benefit of health care facilities and services in Baker County Florida and surrounding areas.

To operate exclusively in any other manner for such charitable, educational, and societal purposes as will qualify it as an exempt organization under 501(C) (3) of the Internal Revenue Code of 1954 as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations. Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c) (3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Upon the dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or 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.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE IV

Manner of election of directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of three persons initially. The initial incorporators shall serve as the Board of Directors and Corporate Officers. The initial term of office shall be for a period of one year or until such time as the corporation's initial annual meeting. The number of directors may be increased or decreased from time to time, eligible to serve subsequent terms of office and shall be elected or appointed as provided in the Corporate Bylaws.

ARTICLE V

Limitation of corporate powers

The corporate powers of the corporation are as provided in section 617.0302, Florida Statutes.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI

The name and the street address of the initial registered agent is:

R. Michael Hill
431 Oak Avenue
Panama City, Florida 32401

ARTICLE VII Incorporators

The name(s) and the street address (es) of the incorporator (s) for these articles of incorporation are:

Kerry E. Dunlavey, President
2623 Algonquin Avenue
Jacksonville, Florida 32210

Marcheta Crews, Vice President
5762 Martin Rhoden Lane
Macclenny, Florida 32063

Shawn Eastman, Director
161 Ohio Avenue
Macclenny, Florida 32063

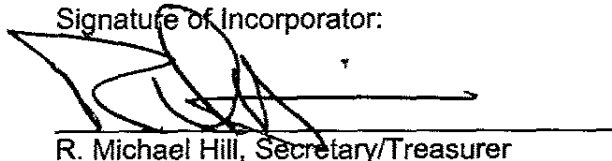
R. Michael Hill, Secretary/Treasurer
431 Oak Avenue
Panama City, Florida 32401

ARTICLE VIII Indemnification

The Corporation shall indemnify, or advance expenses to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and condition as it shall determine, to indemnify or advance expenses to, any person made, or threatened to be made, a party to any action, suite, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of May 2005.

Signature of Incorporator:



R. Michael Hill, Secretary/Treasurer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE: 25
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING AT
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA. TALLAHASSEE, FLORIDA

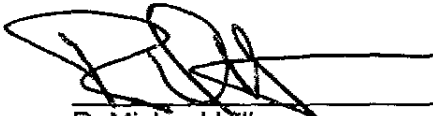
1. The name of the corporation is:

Healthy Baker, Inc.

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

R. Michael Hill
431 Oak Avenue
Panama City, Florida 32401

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.



R. Michael Hill

DATE: May 10, 2005