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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Life Care Vineyards, Inc.

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ARTICLES OF INCORPORATION  
OF  
LIFE CARE VINEYARDS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of Life Care Vineyards, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: Life Care Vineyards, Inc.

**ARTICLE II. ADDRESS**

The street address of the initial principle office and the mailing address of the corporation are:

1000 Vicar's Landing Way  
Ponte Vedra Beach, FL 32082

**ARTICLE III. DURATION AND COMMENCEMENT**

This corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V. LIMITATIONS ON CORPORATE POWER**

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earning of the corporation shall inure to the benefit of, or be distributable to, its members, 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 IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Should the corporation at any time be considered a "private foundation" under Section 509(a) of the Internal Revenue Code, the following limitations will apply:

(i) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(ii) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(iv) The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VI. MEMBERS**

The corporation shall have one (1) member. The name of the member is Life Care Pastoral Services, Inc., a Florida corporation not for profit.

Any use of the terms "member" or "members" in any document or other instrument relating to the corporation or to which the corporation is a party, other than in reference to the member stated above, is for convenience only in referring to "residents," as defined in Section 651.011 of Florida Statutes, of a facility owned or operated by the corporation. The use of such terms in any context, other than in reference to the member named above, shall not be interpreted to refer to members of the corporation as defined in Section 617.01401(9), Florida Statutes, or to otherwise confer upon any person or entity any rights of membership in the corporation.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The corporation designates 1000 Vicar's Landing Way, Ponte Vedra Beach, FL 32082, as the street address of the initial registered office of the corporation and names Raymond M. Johnson the corporation's initial registered agent at that address to accept service of process within this state.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation has four (4) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The names of the initial directors are:

Bruce F. Vorsanger  
George C. Fetherston  
Donald E. Roller  
Raymond M. Johnson

The directors of the corporation shall be elected by the sole member of the corporation at its annual meeting. If a vacancy occurs in the Board of Directors, the sole member shall appoint a successor to serve until the next annual meeting. Notwithstanding any provision of the Florida Statutes, these Articles of Incorporation, or the Bylaws of the corporation, as long as there is at least (1) member of the corporation, this Article VIII shall not be amended, and no provisions inconsistent with the provisions of this Article VIII shall be adopted, except by the affirmative vote of the sole member of the corporation named in Article VI hereof.

**ARTICLE IX. OFFICERS**

(a) The officers of the corporation shall be a President, a Vice President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected as provided in the Bylaws.

(c) The following persons shall serve as officers of the corporation until their successors are elected:

President	Bruce F. Vorsanger
Vice President	Raymond M. Johnson
Treasurer	Donald E. Roller
Secretary	George C. Fetherston

**ARTICLE X. INCORPORATOR**

The name and street address of the incorporator are:

**Name****Address**

Raymond M. Johnson

1000 Vicar's Landing Way  
Ponte Vedra Beach, FL 32082

**ARTICLE XI. DISSOLUTION**

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 purposes.

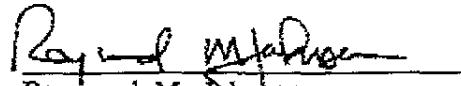
**ARTICLE XII. INDEMNIFICATION**

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it ultimately determined that such person is not entitled to be indemnified against such expense.

(b) The corporation by action its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the

persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on OCTOBER 15, 2007.

  
Raymond M. Johnson,  
Incorporator

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

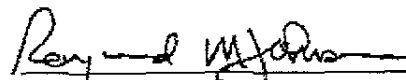
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That, LIFE CARE VINEYARDS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1000 Vicar's Landing Way, Ponte Vedra Beach, Florida 32082, has named Raymond M. Johnson, located at 1000 Vicar's Landing Way, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

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 provision of said Act relative to keeping open said office.

Dated: OCTOBER 15, 2007

  
Raymond M. Johnson  
(Registered Agent)

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TALLAHASSEE, FLORIDA