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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

**SUBJECT:** X'cellent Care Services, 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:** Learie Callender  
Name (Printed or typed)

1638 Whitefriar Dr.  
Address

Ocoee, FL 34761  
City, State & Zip

407-927-5189  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**OF**

**Xcellent Care Services, Inc.**

**A Non Profit Corporation**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this Corporation shall be Xcellent Care Services, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The physical and mailing address of the principal office of the Corporation shall be 1638 Whitefriar Dr. Ocoee, Florida 34761.

**ARTICLE III**

**PURPOSE AND POWERS**

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes shall include the following:

(a) To conduct home base and community services for persons with disability.

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credits.

(c) To acquire, own, lease, mortgage and dispose of property both real and personal.

(d) To accept property and donations in trust for educational or charitable purposes.

(3) The property of the Corporation is irrevocable dedicated to religious, educational and charitable purposes, and 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.

(a) 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.

(b) The Corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

## **ARTICLE IV**

### **MANNER OF ELECTION**

Directors shall be elected as set forth in the Corporation's Bylaws.

## **ARTICLE V**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors of this Corporation are:

Learie Callender ( President)      1638 Whitefriar Dr. Ocoee, Florida 34761

Debby Thomas (Vice President) 6638 Meritmoor Circle Orlando, FL 32818

Rosemary Joseph (Secretary) 1621 Grand Oak Dr. Apopka, FL 32703

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the registered agent shall be as follows:

Learie Callender 1638 Whitefriar Dr. Ocoee, Florida 34761

## **ARTICLE VII**

### **INCORPORATOR**

The name and street address of the Incorporator is:

Learie Callender 1638 Whitefriar Dr. Ocoee, Florida 34761

## **ARTICLE VIII**

### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## **ARTICLE IX**

### **INDEMNIFICATION**

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities nor permitted to be carried on:

(1) by a corporation/organization exempt from Federal income tax under Section 501C3 of the I.R.S. Code (or corresponding section of the any future Federal tax code) or

(2) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code.)

(b) Upon 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.

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TALLAHASSEE, FLORIDA

**ARTICLE X**

**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

Leanne H. Callender 11/7/07 - LEANNE H. CALLENDER (President).

Signature Incorporator /Date

Print Name/ Title

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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 registered agent and agree to act in this capacity.

Leanne H. Callender - LEANNE H. CALLENDER - 11/7/07.

Signature/Registered Agent

Print Name/ Date