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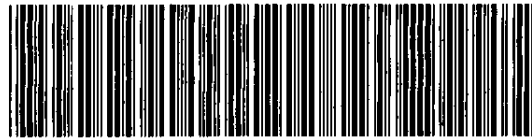
(Business Entity Name)

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TALLAHASSEE, FLORIDA

EP 11/13/09

COVER LETTER

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

SUBJECT: Covenant Care Communities, 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: Sterling Grubbs
Name (Printed or typed)

3923 Baldwin Lane
Address

Winter Haven FL 33884
City, State & Zip

863-370-2998
Daytime Telephone number

FSFCEO@aol.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION OF COVENANT CARE COMMUNITIES

Article I.

The name of the Corporation is Covenant Care Communities, Inc.

Article II.

The principal address is 217 S. Lakeshore Lane, Lake Wales, FL 33859

Article III

Purpose. To the best of the corporation's ability and resources, the corporation will assist lower to middle income persons with housing and care in its managed facilities. The initial thrust will be in an assisted living environment. The economy has left persons who find it difficult to afford the care they desperately need in a quality facility. Covenant Care Communities is a newly created corporation dedicated to providing services for seniors. By applying ethical principles of stewardship, Covenant's mission is to provide a high standard of care and quality for the residents. What differentiates Covenant from its competitors are its core values and principles that shape its goals and strategies. Covenant Care Communities consists of a team of professionals with expertise and experience in construction and design; development and marketing; and facility operations and management. Covenant will provide excellent management and operations for a minimal overhead cost by using the latest electronic communication, design and economies of scale. Covenant Care Communities recognizes it must do well before it can do good. Therefore, it must operate as a solid business with a surplus; however, it will constantly keep in mind that the higher calling is to serve the residents and the community.

Article IV

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be not less than three (3) nor more than twelve (12). All directors shall hold office for a term of three (3) years, except that a director elected to serve an un-expired term shall serve only for the remainder of the un-expired term and until a successor is elected. Directors may succeed themselves in office. Directors must reside in the United States, and shall be citizens of the United States.

Section 3. Election. The board of directors shall be elected by the members of the corporation by majority vote of those present at the annual meeting of members. The terms of persons elected to the board of directors shall be such that as near as possible one-third of the membership shall be elected each year. Vacancies on the board by resignations or death may be filled by appointment of the president and confirmation by the board of directors at the next regularly scheduled meeting. Prospective new directors

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shall be submitted to a nominating committee and recommended to the board of direction for election.

Section 4. Removal of Directors. Any director may be removed by two-thirds (2/3) vote of the entire board, voting by written ballot at a regular or special meeting.

Section 5. Meetings. The annual meeting of the board of directors shall be held during the month of November each year, at a time and place designated by the president. At least ten (10) days written notice of the annual meeting shall be given each member by mail. The board of directors shall have regular meetings at such times and places established by resolution of the board. Special meeting may be called by the president as may be deemed necessary. All members of the board must be given twenty-four hours notice of any special meeting.

Section 6. Quorum. A majority of the active membership of the board of directors shall constitute a quorum of any meeting. In determining a quorum, any director who is excused from attendance at a meeting or is on leave of absence shall not be counted. However under no circumstances shall the quorum be less than a majority of the elected members of the board. Members may be excused by calling an officer of the corporation or the corporation's staff and requesting that they be excused from attendance at such meeting. Directors may, by written notice, request the board grant them leave of absence for no more than six (6) months.

Section 7. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-Laws.

Section 8. Duties. The board of directors shall have full responsibility for the conduct of the affairs of the corporation, determining policies and electing officers necessary for its operation and specifying the duties of each.

Section 9. Liability of Directors. No individual director shall be held liable or responsible for any action taken by the board in accordance with the provisions of the Articles of Incorporation and the By-Laws or for any legal action brought against the corporation or its officers and the corporation shall exonerate and hold harmless each director there from.

Section 10. Compensation. The directors shall serve without compensation, except in the event professional services are requested outside of service as a board member. Directors may serve as officers in which case they will be compensated as officers.

Article V.

Names of Directors:

Dr. Terry Collier
5230 Denver Street NE
St. Petersburg FL 33703

Dr. J. Perry Grubbs
204 S. Gatlin
Okolona MS 38860

Larry Adams
2913 Vincent Rd
Silver Lake OH 44224

Sterling Grubbs
3923 Baldwin Lane
Winter Haven FL 33884

Taccara Mauldin
209 E Sessoms Avenue
Lake Wales FL 33853

Article 6.

Name and Registered Agent:

Sterling Grubbs
3923 Baldwin Lane
Winter Haven FL 33884

Article 7.

Name of Incorporator:

Paul Ashcraft, CPA
915 Liberty Lane
Auburndale FL 33823


Article 8.

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized. "No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate 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."

Article 9.

Dissolution:

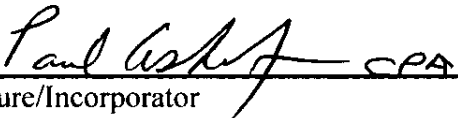
"In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporation, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the board of directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501 (a) of the Internal Revenue Code of 1986, as an organization described in Section 501 (c) 3 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the board of directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets."



Signature/Registered Agent

09/17/09

Date



Signature/Incorporator

9/17/09

Date

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