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**FLORIDA PROFIT/NON PROFIT CORPORATION
ANGELS CARE CENTER OF ELOISE, INC.**

| | |
|-----------------------|---------|
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PETERSON MYERS WINTER HAVEN

NO. 7266 P. 2

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**ARTICLES OF INCORPORATION
OF
ANGELS CARE CENTER OF ELOISE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I
CORPORATE NAME**

The name of this corporation is **ANGELS CARE CENTER OF ELOISE, INC.**

**ARTICLE II
CORPORATE NATURE**

This is a not-for-profit corporation organized pursuant to the provisions of Chapter 617, Florida Statutes (2010).

**ARTICLE III
DURATION**

The corporation shall exist perpetually.

**ARTICLE IV
PURPOSE**

The corporation is formed for charitable purposes involving the establishment of a faith-based medical clinic and care center.

(1) This corporation is authorized to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as now exist or as may hereafter be amended or adopted (the "Code"). Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

(2) No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the

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corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, at any time.

(3) The corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to tax on undistributed income under Section 4942 of the Code.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(5) The corporation shall not retain any excess business holdings as defined in Section 4949(c) of the Code.

(6) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

In furtherance of its purposes, the corporation shall have all of the corporate powers enumerated in Section 617.0302, Florida Statutes (2010), as such statute may be amended from time to time.

ARTICLE V **VOTING POWER**

This corporation shall not have a membership distinct from the board of directors. The authorized number and qualification for the members of the corporation, the manner of their admission, the different classes of membership, if any, to property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE VI **MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of at least one (1) and not more than nineteen (19) persons. The initial number of directors of the corporation shall be three (3); provided, however, that such number may be increased at any time by resolution duly adopted by the Board. The method of election of the Directors shall be as provided in the bylaws of this corporation. The name and address of the initial director of the corporation is:

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LARRY POWELL

708 Santa Maria Drive
Winter Haven, FL 33884

Any action required or permitted to be taken by the Board of Directors under any provision or law may be taken without a meeting if all of the 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 shall be effective when the last director signs such consent, unless the consent specifies a different effective date. Any such action by written consent shall have the same force and effect as if taken by a vote of directors at a meeting.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation set forth in Article IV, in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of at the direction of the Chief Judge of the Circuit Court in and for Polk County, Florida, exclusively for such purposes and to such organization or organizations.

ARTICLE VIII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to promoting the purposes set forth in Article IV above, and no part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof, or to for the benefit of any private individual.

ARTICLE IX

REGISTERED AGENT AND OFFICE

The address of the corporation's initial principal office is 708 Santa Maria Drive, Winter Haven, Florida 33884; and its registered office address shall be 708 Santa Maria Drive, Winter Haven, Florida 33884, and the name of its registered agent at said address shall be LARRY POWELL.

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ARTICLE XI
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made at any time in accordance with the Bylaws and by a resolution duly adopted by the Board of Directors.

ARTICLE XII
INCORPORATOR

The name and the street address of the incorporator of these Articles of Incorporation are:

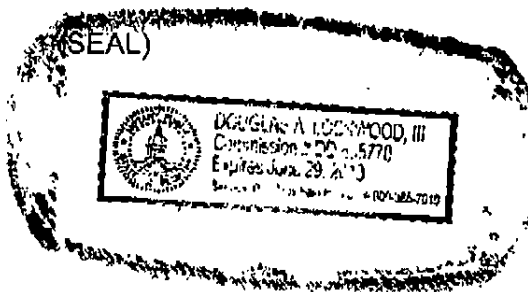
LARRY POWELL
708 Santa Maria Drive
Winter Haven, Florida 33884

27th The undersigned incorporator has executed these Articles of Incorporation this day of October, 2010.

Larry Powell
LARRY POWELL

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27th day of October, 2010, by **LARRY POWELL**, who is personally known to me or produced a Florida driver's license as identification.



Douglas A. Lockwood, III
NOTARY PUBLIC

Douglas A. Lockwood, III
Print Name of Notary
My Commission Expires:

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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE**

Pursuant to the provisions of Sections 607.0501 and 617.0501, Florida Statutes (2010), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida:

That ANGELS CARE CENTER OF ELOISE, INC., desiring to organize and qualify as a not-for-profit corporation under the laws of the State of Florida, with its initial registered office at 708 Santa Maria Drive, Winter Haven, Florida 33884, has named LARRY POWELL, located at 708 Santa Maria Drive, Winter Haven, Florida 33884, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, LARRY POWELL hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties, of which he is familiar.

Larry Powell

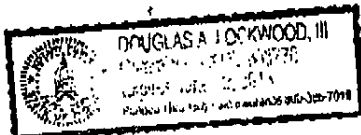
LARRY POWELL

STATE OF FLORIDA
COUNTY OF POLK

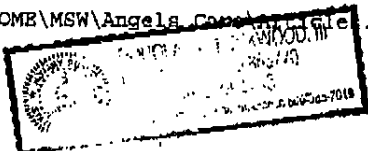
The foregoing instrument was acknowledged before me this 27th day of October, 2010, by **LARRY POWELL**, who is personally known to me or produced a Florida driver's license as identification.

(SEAL)

[Signature]
NOTARY PUBLIC
My Commission Expires:



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TALLAHASSEE, FLORIDA