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Jack D. Giddens  
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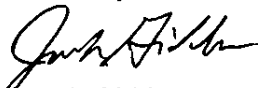
Tuesday, May 27, 2014

Dear Department of State Official:

Attached are the Articles of Incorporation, and the \$70 filing fee for the new 501 C3 corporation,  
SeniorCare Chaplains, Inc.

Please receive these, and send notice of receipt at the address above.

Thank you,



Jack Giddens



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 4, 2014

JACK GIDDENS  
2715 WILDE LAKE BLVD.  
PENSACOLA, FL 32526

SUBJECT: SENIORCARE CHAPLAINS, INC.  
Ref. Number: W14000034666

We have received your document for SENIORCARE CHAPLAINS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return 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) 245-6052.

Carol Mustain  
Regulatory Specialist II

Letter Number: 014A00012043

**Articles of Incorporation of SeniorCare Chaplains, Inc.,  
a Florida Not-for-Profit Corporation**

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes adopt the following articles of incorporation for the corporation:

**Article I**

The name of the corporation is SeniorCare Chaplains, Inc.

**Article II**

The corporation shall have perpetual duration.

**Article III**

The corporation is a not-for-profit corporation and its purposes are as follows.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charitable purposes, by the distribution of its funds for those purposes, and particularly for providing chaplain services to area businesses, healthcare facilities, nursing homes and other senior care facilities.

(b) This corporation is organized exclusively for charitable, religious, educational, and scientific 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.

(c) 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 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**Article IV**

The corporation may have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the 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.

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## **Article V**

The street address of the initial registered office of the corporation is 2715 Wilde Lake Blvd, City of Pensacola, County of Escambia, State of Florida. The name of its initial registered agent at that address is Jack Giddens.

## **Article VI**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors, which shall be appointed or elected as regulated in the bylaws. The number of directors of the corporation shall be not less than three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

## **Article VII**

The name and address of the incorporator is:

| <u><b>Name</b></u> | <u><b>Address</b></u>                        |
|--------------------|--|
| Jack Giddens       | 2715 Wilde Lake Blvd.<br>Pensacola, FL 32526 |

## **Article VIII**

The board of directors shall elect officers as regulated in the bylaws of this corporation. Until that election is held, the following person shall serve as corporate officer: Jack Giddens, CEO

## **Article IX**

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-for-Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

## **Article X**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to the charitable purposes outlined herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

## **Article XI**

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.

## Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two thirds votes of a quorum of members of the corporation.

The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these articles of incorporation on this 15<sup>th</sup> day of May, 2014.

I hereby am familiar with and accept the duties as Registered Agent.  
/s/ Jack Giddens  
Jack Giddens, Incorporator - Registered Agent