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FLORIDA PROFIT/NON PROFIT CORPORATION
SEBRING SENIOR LIVING, INC.

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**STATE OF FLORIDA
NON-PROFIT CORPORATION
ARTICLES OF INCORPORATION**

OF

SEBRING SENIOR LIVING, INC.

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, as amended (the "Act"), adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation is SEBRING SENIOR LIVING, INC. (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

The initial principal office of the Corporation is located at 485 Central Avenue, N.E., Cleveland, Tennessee 37311.

ARTICLE III: MEMBERS

The Corporation shall not be a membership corporation, shall not have members, but shall be operated, managed and controlled solely by its Board of Directors.

ARTICLE IV: PURPOSE

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and/or educational purposes within the meaning of Section 501(c)(3) of the Code, including the receipt and acceptance of property, whether real, personal, or mixed, by gift or bequest from any person or entity; the distribution, retention, administration and investment of such property in accordance with the terms of these Articles and the Corporation's Bylaws; and the distribution of such property for the purposes herein delineated to (a) one or more organizations described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, contributions to which are deductible under Section 170(c)(2), Section 2055(a) and Section 2522(a) of the Code, or (b) a State, a possession of the United States, or any political subdivision of any of the foregoing, or the United States or the District of Columbia, contributions to which are deductible under Section 170(c)(1), Section 2055(a) and Section 2522(a) of the Code. The Corporation is organized to engage in any activity, and to exercise any and all powers, rights and privileges, afforded a nonprofit corporation under the Act or any successor provisions thereto. Notwithstanding any other provision of these Articles, the

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Corporation shall not carry on any other activities not permitted to be carried on by a corporation organized as a nonprofit corporation under the laws of the State of Florida pursuant to the Act which is exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

ARTICLE V: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, whose members, designated as directors, shall act as the directors of the Corporation, and by such officers, as shall be described in the Bylaws of the Corporation. The Board of Directors shall determine the number of directors who shall comprise its membership, but the number of directors shall not be less than three (3). The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Corporation. The initial board of directors shall be:

NAME/TITLE	ADDRESS:
Christin J. Rose	485 Central Avenue, N.E., Cleveland, Tennessee 37311
William Don Burke	485 Central Avenue, N.E. Cleveland, Tennessee 37311
Jeanne J. Varnell	485 Central Avenue, N.E. Cleveland, Tennessee 37311
David Sherlin	485 Central Avenue, N.E. Cleveland, Tennessee 37311
Jay Elliot	485 Central Avenue, N.E. Cleveland, Tennessee 37311

ARTICLE VI: REGISTERED AGENT AND INCORPORATOR

The name and Florida street address of the registered agent is:

Haile, Shaw & Pfaffenberger, P.A.
660 U.S. Highway One - Third Floor
North Palm Beach, FL 33408

The name and addresses of the incorporator to these Articles of Incorporation is:

Haile, Shaw & Pfaffenberger, P.A.
660 U.S. Highway One - Third Floor
North Palm Beach, FL 33408

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ARTICLE VII: EXEMPT STATUS

The Corporation is a not-for-profit public benefit corporation and shall have no authority to issue capital stock. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the "Code"), as an organization described in Section 501(c)(3) of the Code. Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

1. Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation exclusively for the religious, charitable, scientific, literary and/or educational purposes of the Corporation within the meaning of Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine. Any assets not so distributed shall be distributed to one or more governmental units then described under Section 170(c)(1) of the Code, or to one or more organizations then described under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, as the Board of Directors shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made to such governmental units then described under Section 170(c)(1) of the Code, or to such organization or organizations then described in Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, as such court shall determine.

2. No part of the net earnings, assets or income of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, or be appropriated for any purposes other than the purposes of the corporation as herein set forth. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf, pay reimbursements for expenses incurred on its behalf, and make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

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4. In the event the Corporation is a private foundation within the meaning of Section 509 of the Code for a taxable year, then notwithstanding any other provisions of these Articles or the Bylaws of the Corporation, the Corporation:

(a) shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code; and

(e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

ARTICLE VIII: INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

1. Mandatory Indemnification of Directors and Officers. To the maximum extent permitted by the provisions of Sections 617.0831, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph 1 which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a director or officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit, or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is, or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, and all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Corporation; and

(b) The director or officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interest of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of

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nolo contendere or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct herein described.

2. Permissive Indemnification of Employees and Agents. The Corporation may, to the maximum extent permitted by the provisions of Section 617.0831, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph 2 which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in paragraph 1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in subparagraph 1(b) above. The Corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by its Bylaws, by contract, or by general or specific action of the Board of Directors.

3. Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in paragraphs 1 and 2 above are contractual between the Corporation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by law, by these Articles, by a resolution of the Board of Directors, by the Bylaws of the Corporation, by the purchase and maintenance by the Corporation of insurance on behalf of a director, officer, employee, or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

4. Non-Limiting Application. The provisions of this Article VIII shall not limit the power of the Corporation to pay or reimburse expenses incurred by a director, officer, employee, or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

5. Prohibited Indemnification. Notwithstanding any other provision of this Article VIII, the Corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee, or agent of the Corporation, or any such person's heirs, executors, administrators, or legal representatives:

(a) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing and/or intentional violation of law (whether civil or criminal), or under Section 617.0834 of the Act; or

(b) In connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or

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(c) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her; or

(d) In connection with receipt of a financial benefit to which such person is not entitled.

6. Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article IX, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

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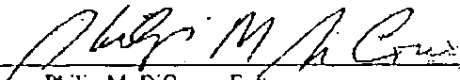
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

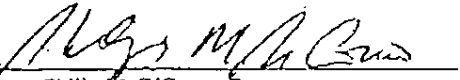
HAILE, SHAW & PFAFFENBERGER, P.A.

By: 
Philip M. DiComo, Esq.

Date: October 16, 2017

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

HAILE, SHAW & PFAFFENBERGER, P.A.

By: 
Philip M. DiComo, Esq.

Date: October 16, 2017

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