

4/25/20

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## To:

Division of Corporations  
Fax Number : (850)617-6381

## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

AE Eau Gallie, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

2019 APR 25 PM 2:58

2019 APR 25 AM 10:54  
FALLAHASSET, FL, 32111

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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**The name of the corporation shall be: AE Eau Gallie, Inc.**ARTICLE II PRINCIPAL OFFICE**Principal street address:3189 Hawk Crest Rd.

Mailing address, if different is:

Ann Arbor, MI 48103**ARTICLE III PURPOSE**The purpose for which the corporation is organized is: See Exhibit A, attached hereto and incorporated herein.**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: \_\_\_\_\_In the manner set forth in the Bylaws.**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

TALLAHASSEE, FL 32301

2019 APR 25 AM 10:54

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_**ARTICLE VI REGISTERED AGENT**The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: C T Corporation System

Address: 1200 South Pine Island Road

Plantation, Florida 33324

**ARTICLE VII INCORPORATOR**The name and address of the incorporator is:

Name: Brian C. Close

Address: 191 W. Nationwide Blvd. Str. 300

Columbus, OH 43215

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.*Having been named as registered agent 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*By: C T Corporation System B/B **Bernadette Baker**  
Required Signature of Registered Agent Assistant Secretary04/24/2019  
Date*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.*B/C  
Required Signature of Incorporator4/24/2019  
Date

**EXHIBIT A**

**ATTACHMENT TO  
ARTICLES OF INCORPORATION OF  
AE EAU GALLIE, INC.**

Section 1: The purposes for which the Corporation is formed are as follows:

1. Without pecuniary profit or restriction as to race, color, sex, creed, or national origin, to operate as a charitable corporation exclusively for charitable purposes hereinafter specified, as follows:

- (a) To establish, maintain, and operate a home or homes for elderly persons in order to provide them with suitable living accommodations, facilities for dining, facilities for medical treatment, nursing care, and other services especially designed to meet their spiritual, mental, physical, social, and psychological needs;
- (b) To sponsor and encourage medical research in the field of geriatrics;
- (c) To gather and disseminate facts and information concerning preparation for retirement, retirement activities, and suitable means and methods of caring for aged persons;
- (d) To make distributions by gift, grant, or loan to any not-for-profit organization that qualifies as an exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");
- (e) To provide such other and further services for elderly persons as may be in furtherance of the foregoing charitable purposes or any of them; and
- (f) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

2. Within the limits of its physical and financial capacities and the dictates of feasible and economic operation, to make its services and facilities available to those elderly persons 65 years of age or older, or as may from time to time be determined by the Board of Trustees, of low and moderate incomes judged to be legitimately in need thereof; provided, that nothing herein stated shall be construed to prevent the Corporation from charging those able to pay for board, lodging, and other facilities and services to the end that the institution may be better supported to perform its charitable function.

Section 2: In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, or dissolution, the following provisions shall apply:

1. The Corporation shall not directly or indirectly engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

2. 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 Section 1 hereof.

3. 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.

Section 3: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4: American Eagle Lifecare Corporation, a Tennessee nonprofit corporation, shall be the sole member of the Corporation.