

N19000006213

(Requestor's Name)

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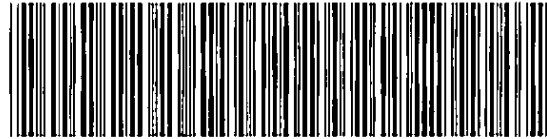
(Business Entity Name)

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(850) 656-4724

DATE 6/14/2019

****WALK IN****

ENTITY NAME QSH/TAMPA, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXX _____

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70

CHECK # 6226

Please call Tina at the above number for any issues or concerns. Thank you so much!

QSH/TAMPA, LLC
One Atlantic Center
1201 West Peachtree Street, NW
Suite 3250
Atlanta, GA 30309

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Consent to Use of Name

Ladies and Gentlemen:

Quality Senior Housing Foundation, Inc., a Georgia non-profit corporation, is the sole member of the undersigned, a Florida limited liability company, and QSH/Tampa, Inc., a Florida non-profit corporation (the "Organization"). The undersigned hereby gives permission and consent for the Organization to use the name "QSH/Tampa, Inc." for all business purposes within and without the State of Florida.

Sworn to and subscribed
before me, this 13 day
of June, 2019.

Laura Tucker
Notary Public

My Commission expires: March 28, 2023

Very truly yours,

QSH/TAMPA, LLC

By: Stanley G. Brading
Stanley G. Brading, President



**ARTICLES OF INCORPORATION
OF**

QSH/TAMPA, INC.

In compliance with the Florida Not for Profit Corporation Act (the "Act")

Article 1. Name

The name of the nonprofit corporation is: QSH/TAMPA, INC.

Article 2. Principal Office Address

The address of the initial principal office is:

1201 West Peachtree Street
Suite 3250
Atlanta, GA 30309

Article 3. Purpose

The purposes of the Corporation are exclusively charitable, educational, literary, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal tax law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the powers to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in the articles of incorporation and the bylaws, including all power and authority granted by Section 617 of the Act within and subject to the limitations of Section 501(c)(3).

Article 4. Election of Directors

The number and method of election of directors is as stated in the bylaws.

Article 5. Initial Directors and Officers

The initial directors of the Corporation are the following:

Stanley G. Brading
1201 West Peachtree Street
Suite 3250
Atlanta, GA 30309

Mack R. Leath
3818 N Stratford Rd NE

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Atlanta, GA 30342

Guy Long
2964 Peachtree Road NE
Suite 280
Atlanta, GA 30305-2119

Jeffery Faile
1025 Rose Creek Drive
Suite 620-333
Woodstock, GA 30189

Article 6. Registered Agent and Registered Office

The initial registered office of the Corporation shall be located at 1200 South Pine Island Road, Plantation, FL 33324. The initial registered agent of the Corporation at such address shall be NRAI Services, Inc.

Article 7. Incorporator

The name and address of the incorporator is:

Stanley G. Brading
Krevolin & Horst, LLC
1201 West Peachtree Street
Suite 3250
Atlanta, GA 30309

Article 8. Members

The Corporation will have a sole member. Quality Senior Housing Foundation, Inc., a Georgia nonprofit corporation, is the Corporation's initial sole member (the "Central Organization").

Article 9. Subordinate to Central Organization

The Corporation will be subordinate to and subject to the authority of the Central Organization as set forth in the bylaws.

Article 10. Indemnification

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director if he or she acted in good faith or acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the preceding sentence, no Director's liability shall be limited or eliminated for any action with respect to which exculpation is prohibited by Section 617.08310 of the Act. If the Act is amended after the effective date of this Article 10 to authorize corporate action further limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing paragraph by the Directors of the Corporation shall not adversely affect the right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Each person who was or is made party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a Director, shall be indemnified and held harmless by the Corporation to the fullest extent authorized and allowable by the Act as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment), against all expenses, liability, and loss (including attorneys' fees, judgments, fines, excise taxes under Section 4958 of the Internal Revenue Code of 1986 (the "Code"), ERISA excise taxes, or penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Director in connection with any such proceeding. Such indemnification shall continue as to a Director who has ceased to be a Director and shall inure to the benefit of the Director's heirs, executors, and administrators. Except with respect to proceedings to enforce rights to indemnification by a Director, the Corporation shall indemnify any such Director in connection with a proceeding (or part thereof) initiated by such Director only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article 10 shall be a contract right. Notwithstanding the preceding provisions of this paragraph, no Director shall be indemnified for expenses or losses to the extent such indemnification is prohibited by the Act.

The Corporation may pay for or reimburse, to the maximum extent permitted by law, the actual and reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if the Director furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification for such expenses under this Article 10 or otherwise. The undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to Director's financial ability to make repayment.

Article 11. Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, (i) dispose of all of its assets exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or (ii) distribute its assets to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the superior court of the county in which the Corporation's registered office is located, exclusively for exempt charitable, educational, religious or scientific purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

Article 12. Permitted Activities

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3).

In furtherance of the foregoing, The Corporation is not organized and shall not be operated for profit or pecuniary gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, 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 2.1 hereof. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements) and shall not, except as an insubstantial part of its activities which would not disqualify it for tax exemption under Section 501(c)(3) of the Code, carry on propaganda or otherwise attempt to influence legislation. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

It is intended that the Corporation shall have, and continue to have, the status of an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these articles of incorporation of the Corporation, as the same may be amended from time to time, and all authority and operations of the Corporation, shall be construed, applied and carried out with such intent.

[Rest of page left intentionally blank; signature pages follow]

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

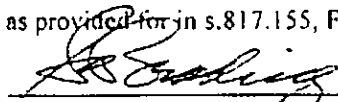


Required Signature of Registered Agent
Patricia A. Boverie, Assistant Secretary

06/14/19

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.



Required Signature of Incorporator

6/13/19

Date