

2/19/2020

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FLORIDA PROFIT/NON PROFIT CORPORATION
INTEGRATED CARE AND REHABILITATION FOR EVERYONE, INC.

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T. SCOTT

ARTICLES OF INCORPORATION
OF
INTEGRATED CARE AND REHABILITATION FOR EVERYONE, INC.
(A Florida Corporation Not for Profit)

Article One

The effective date for these Articles of Incorporation is February 18, 2020. The Name of this corporation shall be:

INTEGRATED CARE AND REHABILITATION FOR EVERYONE, INC.

Article Two

The initial address for the principal place of business of the corporation is 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.

Article Three

The initial mailing address of the corporation is 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.

Article Four

The initial agent of the corporation for service of process shall be Abraham A. Galbut, 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.

Article Five

The initial incorporator for the corporation is Abraham A. Galbut, 4770 Biscayne Blvd., Suite 1400, Miami, FL 33137.

Article Six

The purposes for which this corporation is formed are:

- To provide, on a nonprofit basis, support to its affiliated entities by providing healthcare and rehabilitative services to the general public as well as its affiliates and subsidiaries providing housing, nursing, and rehabilitative services; and
- To provide, on a nonprofit basis, medical and rehabilitative services; and
- To promote healing and the general health and welfare of the community in which the aforesaid related facilities of the corporation are located, for the benefit and welfare of the community and not for the individual benefit of the members or directors of the corporation; and
- To meet the housing and housing-related needs of the critically ill, as well as longterm custodian care, and to provide the medically ill and elderly with traditional life care and skilled care services, including, without limitation, food, housekeeping and maintenance repair

services, recreational and educational facilities, and transportation and to acquire, construct, erect and maintain suitable buildings and equipment to carry out these purposes; and

- To develop, operate or cooperate in programs for community development in deteriorating, declining or distressed communities, including activities to combat physical and economic deterioration and to support rehabilitation and revitalization; and

- To provide for (i) relief for the poor and distressed through the provision of affordable housing for persons of lower income, (ii) appropriate housing, including assisted care, skilled care and memory care to meet the needs of the elderly and/or the handicapped, and (iii) student housing to assist a public or private nonprofit college or university having a charitable determination under Section 501(c)(3) in fulfilling its educational mission; and

- To use and to apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific or educational purposes by contributions to organizations conducting activities in the united states of america, exclusively for purposes described in Section 501(c)(3) of the code; and

- To engage in any activities or provide any services permitted for an organization operated for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and

- To solicit, collect, receive, acquire, hold, and invest in property, both real and personal, including money and property received by gift contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed; and

- To purchase, acquire, own, hold, sell assign, transfer, dispose, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any person, firm, corporation, or association, and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership; and

- To purchase or acquire, own, hold, use, lease (either as lessor or lessee), to sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property, to borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal, it being understood that the foregoing shall include, without limitation, the obtaining of financing by participation (whether as issuer or otherwise) in the offering of taxable or tax exempt securities; and

- To employ, engage, retain or obtain the services of, any person with knowledge, experience or skills necessary to carry out any of the purposes for which this corporation is formed; and

- To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association, or corporation is formed; and

- To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation was formed.

Notwithstanding any of the above statements of purposes and powers:

- No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements in or on behalf of any candidate for public office); and
- This corporation shall only engage in activities to the extent that such activities may be conducted by organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision for any future Federal Revenue Law.

Article Seven

The names and addresses of the persons who shall serve as the initial Board of Directors and Officers are as follows:

Daniel Galbut – Director / President
4770 Biscayne Blvd., Suite 1400
Miami, FL 33137

Abraham A. Galbut – Director
4770 Biscayne Blvd., Suite 1400
Miami, FL 33137

Alan Walters – Director / Secretary
4770 Biscayne Blvd., Suite 1400
Miami, FL 33137

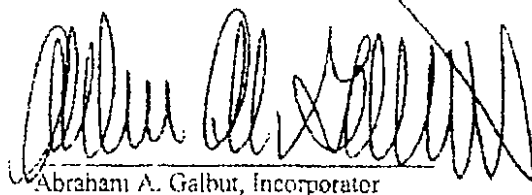
Zack Eisner – Director
4770 Biscayne Blvd., Suite 1400
Miami, FL 33137

Alan Jotkoff – Director / Treasury
4770 Biscayne Blvd., Suite 1400
Miami, FL 33137

Eric Galbut – Director / Vice President
4770 Biscayne Blvd., Suite 1400
Miami, FL 33137

David Galbut – Director
4770 Biscayne Blvd., Suite 1400
Miami, FL 33137

Dated: February 18, 2020

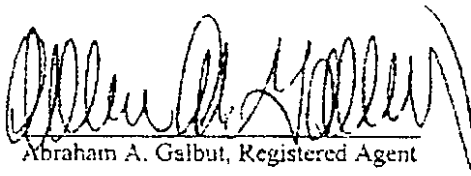


Abraham A. Galbut, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Integrated Care and Rehabilitation for Everyone, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes 617.0503.

Dated: February 18, 2020


Abraham A. Galbut, Registered Agent