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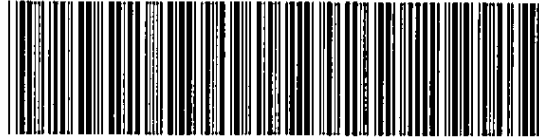
(Business Entity Name)

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2020 JUL 27 PM 4:17
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TALLAHASSEE, FL

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CENTER FOR AGING AND REHABILITATION OF MIAMI GARDENS, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mamone Villalon PLLC c/o Ramsey Villalon

Name (Printed or typed)

100 SE 2nd Street, Suite 2000

Address

Miami, Florida 33131

City, State & Zip

(305) 299-9290

Daytime Telephone number

ramsey@mvlawpllc.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FL
STATE

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
CENTER FOR AGING AND REHABILITATION OF MIAMI GARDENS, INC.**

In compliance with the requirements of the Florida Not For Profit Corporations Act, as amended from time to time, the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be CENTER FOR AGING AND REHABILITATION OF MIAMI GARDENS, INC. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 100 SE 2nd Street, Suite 2000, Miami, Florida 33131.

ARTICLE III: PURPOSE

The purpose of the Corporation is exclusively charitable, as defined and used in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall be limited to the operation and maintenance of public not-for-profit hospitals, nursing homes, homes for the aged, and rehabilitation centers for the purposes of treating and caring for the aged, infirmed, injured, disabled, sick, and afflicted. The Corporation is otherwise entitled the the power and privielges afforded by Chapter 617 of the Florida Statutes as necessary to effectuate this purpose of caring for the aged, sick and infirmed.

Operating exclusively for a charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, in the course of its operations no part of the net earnings of the Corporation may be used, distributed or otherwise inure to the benefit of any private shareholders, founders, creators, individuals, directors, officers or other persons, or the families of these individuals, except that the Corporation shall be authorized and empower to pay reasonable compensation or salaries for services rendered by such individual and to make payments in furtheran of the purpose of the Corporation.

Additionally, operating exclusively for a charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, in the course of its operations the Corporation shall not carry on progograndas, attempt to influence legislation, or intervene in any political campaign for or against any candidate for public office unless authorized under the Internal Revenue Code of 1986.

ARTICLE IV: APPOINTMENT OF DIRECTORS

The manner in which the directors are elected and appointed shall be as set forth in the Bylaws.

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TALLAHASSEE, FL

ARTICLE V: INITIAL DIRECTORS & OFFICERS

The sole member of the Corporation shall be Centers for Aging and Rehabilitation of Florida, Inc., a Florida not-for-profit corporation intending to apply for and maintain status as a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986. As sole member it shall be entieled to all those rights and powers provided to voting members by the Florida Not For Profit Corporations Act and such duties and responsibilities as are provided in the bylaws of the Corporation.

The initial board of directors of the Corporation shall consist of five (5) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. Officers shall be appointed by the Board of Directs in accordance with the Bylaws of the Corporation. The names, titles, and addresses of the individuals who will serve on the initial board of directors and/or officers are:

Alan Brock
as Chariman of the Board
12460 Crabapple Rd
Suite 202-308
Alpharetta, GA 30004

Margaret Fernandez
Director and President
32429 Joy Haven Road
Leesburg, FL 34788

Brett Hoge
Director
1100 S. Stratford Road, Suite 400
Winston-Salem, NC 27104

Scott Turner
Director
2118 Adair Road
Davenport, FL 33837

Ramsey Villalon
Director and Secretary
100 SE 2nd Street, Suite 2000
Miami, FL 33131

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 SE 2nd Street, Suite 2000, Maimi, FL 33131. The name of the initial registered agent of the Corporation at that office is Mamone Villalon PLLC c/o Ramsey Villalon.

ARTICLE VII: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Ramsey Villalon
100 SE 2nd Street, Suite 2000
Miami, FL 33131

ARTICLE VIII: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

ARTICLE IX: BYLAWS

The Directors of the Corporation shall adopt Bylaws for this Corporation which they may, from time to time, modify, alter, amend or rescind by a majority of the then voting members of the Board of Directors.

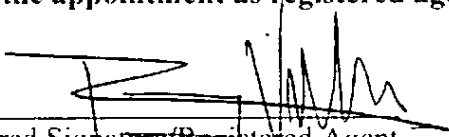
ARTICLE X: TERM

The Corporation shall have a perpetual existence unless dissolved pursuant to the laws of the State of Florida.

ARTICLE XI: DISSOLUTION

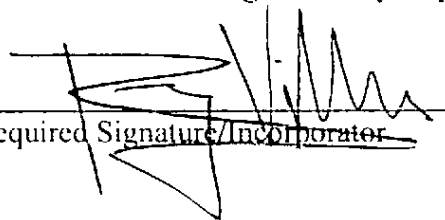
In the event of the dissolution of the Corporation, the Board of Directors shall, after making the provision for the payment of liabilities as required by Chapter 617, Florida Statutes, distribute the assets of the Corporation to Centers for Aging and Rehabilitation of Florida Inc., if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, or to an organization or not-for-profit corporation existing and qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 which is operated exclusively for the charitable purpose of providing medical attention and care to the aged, sick, and infirmed.

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


Required Signature/Registered Agent

7/23/2020
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.


Required Signature/Incorporator

7/23/2020
Date

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL