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From:

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Account Number : 075500004387 Phone : (813)229-7600 Fax Number : (813)229-1660

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Email Address: mdibrizzi@camelotcommunitycare.org

FLORIDA PROFIT/NON PROFIT CORPORATION

Camelot Community Care Property Holdings, Inc.

1. SCOTT

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## ARTICLES OF INCORPORATION

OF

## CAMELOT COMMUNITY CARE PROPERTY HOLDINGS, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Finda Not For Profit Corporation Act, Florida Statutes, Chapter 617 (the "Act"), does hereby make and adopt the following Articles of Incorporation:

- Article 1 Name. The name of the nonprofit corporation is as follows: "Camelot Community Care Property Holdings, Inc." (the "Corporation").
- Article 2 Principal Office. The address of the principal office and the mailing address are: 4910-D Creekside Dr., Clearwater, FL 33760.
- Article 3 Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial Registered Agent at that address is CT Corporation System.
- Article 4 Members. The Corporation shall have Members. The classes, rights, privileges, and qualifications of Members of the Corporation shall be as set forth in the Bylaws of the Corporation. The initial sole Member of the Corporation is Camelot Community Care, Inc., a Florida not for profit corporation.
- Article 5 Not For Profit. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, Section 501(c)(2) of the United States Internal Revenue Code of 1986 (the "Code"), the Act, or other applicable law.
  - Article 6 Duration. The duration of the Corporation is perpetual.
- Article 7 Purpose. The Corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to Camelot Community Care, Inc., an organization which is exempt from taxation pursuant to Section 501(c)(3) of the Code, all pursuant to Section 501(c)(2) of the Code (the "Purpose").
- Article 8 Powers. In connection with the foregoing Purpose, the Corporation shall have the following powers:
- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and consistent with the Purpose of the Corporation, including but not limited to the right and power to acquire title to property, without limitation as to its amount or value, and to hold, manage, lease, sell, collect income therefrom, and to turn over the entire amount of such income, less expenses, to an organization which itself is exempt under Section

501(a) of the Code, all in a manner consistent with Section 501(c)(2) of the Code and other applicable law.

- B. To engage in and transact any other lawful activity, in furtherance of the foregoing Purpose, for which nonprofit corporations may be incorporated under the Act.
- C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable and consistent with the Purpose of the Corporation.
- Article 9 Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(2) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.
- Article 10 Dissolution. Upon the dissolution of the Corporation the Board of Directors shall distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine, consistent with the Act, the Code, and other applicable law. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, to such qualified organization or organizations as said court shall determine.
- Article 11 Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial members of the Board of Directors are Michael DiBrizzi, James Ecklof, and Ron Schultz.
- Article 12 Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by other applicable law.
- Article 13 Incorporator. The name and street address of the Incorporator is as follows:

Michael DiBrizzi 4910-D Creekside Dr., Clearwater, FL 33760

Article 14 Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

- Article 15 Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.
- Article 16 Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to the Act. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under the Act and other applicable law.
- Article 17 Commencement of Corporate Existence. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on June 24, 2021.

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Michael DiBrizzi, Incorporator

## CERTIFICATE OF DESIGNATION

## REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 617 and Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida.

- 1. The Name of the Corporation is Camelot Community Care Property Holdings, Inc.
- 2. The name and address of the registered agent and the address of the registered office of the Corporation are as follows:

CT Corporation System 1200 South Pine Island Rd., Plantation, Florida 33324

Having been named as registered agent and to accept service of process for the foregoing Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

CT Corporation System

By: <u>Kattyn A. (utulla</u> Name: Kathryn A. Widdoes

Title: Assistant Secretary

Dated: June 24 2021