

NA7000005869

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

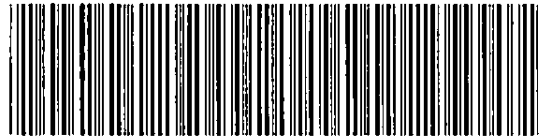
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400433802904

ARTICLES OF INCORPORATION  
OF  
LIFE CARE PASTORAL SERVICES, INC

The undersigned, acting as incorporator of Life Care Pastoral Services, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Life Care Pastoral Services, Inc

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

1000 Vicar's Landing Way  
Ponte Vedra Beach, FL 32082

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617 (1302), Florida Statutes, except to the extent such powers are limited by the following provisions of this Article

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Article IV hereof

(b) 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

Prepared by Donald W. Wallin, Esq. (Fla. Bar No. 12865A)  
HOLLAND & KNIGHT 117 S. N. LaSalle St. #1900, Jacksonville, FL 32202  
(904) 353-2000

participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Should the corporation at any time be considered a "private foundation" under Section 170(e) of the Internal Revenue Code, the following limitations will apply:

(i) The corporation will distribute its income for each tax year as to be treated in a manner as not to become subject to the tax on undistributed income imposed by Section 170(e) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(ii) The corporation will not engage in any act of self-dealing as defined in Section 170(e) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(iii) The corporation will not retain any excess business holdings as defined in Section 170(e) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(iv) The corporation will not make any investments in a manner as to subject to tax under Section 170(e) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(v) The corporation will not make any taxable expenditures as defined in Section 170(e) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. MEMBERS

The corporation shall have no members. Any use of the terms "member" or "members" in any instrument or other instrument relating to the corporation is for convenience only in referring to "residents" as defined in Section 631.011, Florida Statutes, of a facility owned or operated by the corporation or by any corporation not for profit of which the corporation is a member. The use of such terms in any context shall not be interpreted to refer to members of the corporation as defined in Section 631.014(1)(9), Florida Statutes, or to determine whether or not any person or entity has any rights of membership in the corporation.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The corporation designates 1000 Vicar's Landing Way, Ponte Vedra Beach, FL 32082, as the street address of the initial registered office of the corporation and names Raymond M. Johnson the corporation's initial registered agent at that address to accept service of process within this state.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation has three (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the initial directors are:

- James H. Cooper
- Raymond M. Johnson
- Joseph S. Taylor

**ARTICLE IX. INCORPORATORS**

The name and street address of the incorporator are:

Name	Address
Raymond M. Johnson	1000 Vicar's Landing Way, Ponte Vedra Beach, FL 32082

**ARTICLE X. DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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.

**ARTICLE XI. INDEMNIFICATION**

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director

...for profit in which the corporation is a  
...the corporation shall advance  
...capacity of such person as an officer or  
...the corporation if, in a written statement  
...and (b) a written statement by  
...the advanced expenses if it is ultimately  
...of such expenses

...of directors, in its sole discretion, may  
...by reason of the fact that such  
...for profit  
...for actions  
...of the corporation or of any  
...member. The corporation by action of  
...expenses for actions  
...the corporation  
...evidence of the expenses incurred, and  
...agreeing to repay the advanced expenses  
...entitled to be indemnified against such  
...the authority granted to the board  
...the persons eligible for indemnification  
...of the corporation relating thereto.

...the profit  
...Articles of the corporation or

*Raymond M. Johnson*  
Secretary

*Raymond M. Johnson*  
Secretary

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DUVAL

JOSEPH S. TAYLOR being first duly sworn, deposes and says

That he is the President of Life Care Pastoral Services, Inc., a Florida corporation of the professional Corporation type.

That he has Restated with the incorporation changing the name of the Corporation to Life Care Pastoral Services, Inc. and that the same was duly filed and recorded with the State of Florida.

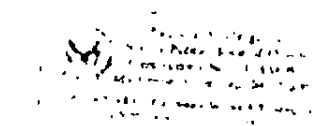
That the Corporation is a Florida corporation and is engaged in the business of providing Life Care Pastoral Services, Inc. and that he is the President of the Corporation.

Further I affirm as follows:

*Joseph S. Taylor*  
Joseph S. Taylor, President

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

The foregoing instrument is a true and correct copy of the original instrument filed with me on this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

 Notary Public, State of Florida

*Joseph S. Taylor*  
Printed Typed Name: Joseph S. Taylor  
Notary Public, State of Florida