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SECRETARY OF STATE



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COVER LETTER

Department of State New Filing Section **Division of Corporations** P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: VIVIAN CARE SERVICE CORPORATION (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enciosed are an orig	inal and one (1) copy of the ar	ticles of incorporation and	a 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 of Status

MARIA E. SEPULVEDA
Name (Printed or typed)
17300 NW 68th Ave., Apt 303
Address
HIALEAH, FL 33015
City, State & Zip
305-244-3403
Daytime Telephone number
s_sepulveda@att.net E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION



OF

15 DEC 15 PH 3: 48

VIVIAN CARE SERVICE CORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1- NAME

The name of the Corporation is VIVIAN CARE SERVICE CORPORATION., (hereinafter, "Corporation")

ARTICLE 2- PURPOSE OF THE CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of this corporation is 17300 NW 68th Ave., Apt 303, HIALEAH, FL 33015 and the mailing address is the same.

ARTICLE 4-INCORPORATOR

The name and street address of the incorporator is:

MARIA E. SEPULVEDA

17300 NW 68th Ave., Apt 303

HIALEAH, FL 33015

ARTICLE 5- OFFICERS

The officers of the Corporation shall be:

President:

MARIA E. SEPULVEDA

Whose mailing address shall be the same as the principal office of the Corporation.

ARTICLE 6-DIRECTORS

The Director(s) of the Corporation shall be:

MARIA E. SEPULVEDA

Whose mailing address shall be the same as the principal office of the Corporation.

ARTICLE 7- CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE CENT (\$.01)
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8- SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such selection to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as mended"

ARTICLE 9- SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10- POWER'S OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11- TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12- REGISTERED OWNER(s)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13- REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is <u>17300 NW 68th Ave., Apt 303, HIALEAH, FL 33015</u>. The name and address of the registered agent of this Corporation is <u>MARIA E. SEPULVEDA, 17300 NW 68th Ave., Apt 303, HIALEAH, FL 33015</u>.

ARTICLE 14- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the provisions of any applicable statue of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Article of Incorporation under the laws of the State of Florida, this Company of the State o

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MARIA E. SEPULVEDA, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

MARIA E. SEPULVEDA, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accept the obligations of the position of Registered Agent under the applicable provisions of the Florida Statues.

MARIA E. SEPULVEDA

EFFECTIVE DATE 1/1/2016

SECREMENT OF SIME

Date of this notice: 12-11-2015

Employer Identification Number:

81-0796036

Form: SS-4

Number of this notice: CP 575 A

VIVIAN CARE SERVICE CORPORATION 17300 NW 68TH AVE APT 303 HIALEAH, FL 33015

For assistance you may call us at: 1-800-829-4933

IF YOU WRITE, ATTACH THE STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 81-0796036. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120 03/15/2017

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, Accounting Periods and Methods.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, Entity Classification Election. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, Election by a Small Business Corporation.