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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

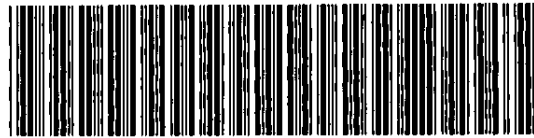
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C. GOLDEN

NOV 28 2016

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16 NOV 21 PM 3:54  
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16 NOV 23 PM 3:43

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CARING NETWORK GROUP, INC.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

11/28/16

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

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- 16 NOV 28 PM 3:43  
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- ☒ Art of Inc. File \_\_\_\_\_
  - \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
  - \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
  - \_\_\_\_\_ L.C. File \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
  - \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
  - \_\_\_\_\_ Merger File \_\_\_\_\_
  - \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
  - \_\_\_\_\_ RA Resignation \_\_\_\_\_
  - \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
  - \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
  - \_\_\_\_\_ Cert. Copy \_\_\_\_\_
  - ☒ Photo Copy \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Status \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
  - \_\_\_\_\_ Corp Record Search \_\_\_\_\_
  - \_\_\_\_\_ Officer Search \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Search \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
  - \_\_\_\_\_ Vehicle Search \_\_\_\_\_
  - \_\_\_\_\_ Driving Record \_\_\_\_\_
  - \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
  - \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
  - \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
  - \_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 23, 2016

CAPITAL CONNECTION, INC.

SUBJECT: CARING NETWORK GROUP, INC.  
Ref. Number: W16000078595

We have received your document for CARING NETWORK GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 716A00025202

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16 NOV 28 PM 3:43



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 22, 2016

CAPITAL CONNECTION, INC.

SUBJECT: CARING NETWORK GROUP, INC.  
Ref. Number: W16000078595

We have received your document for CARING NETWORK GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 616A00025061

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16 NOV 23 PM 12:00

FILED  
16 NOV 28 PM 3:43

EFFECTIVE DATE 11/21/16

FILED

ARTICLES OF INCORPORATION OF  
CARING NETWORK GROUP, INC.

16 NOV 28 PM 3:43

Effective Date: November 21, 2016

ARTICLE I

NAME: The name of the corporation is Caring Network Group, Inc..

ARTICLE II

PLACE OF BUSINESS: The principal place of business of the Corporation is 311 1<sup>st</sup> Ave.  
North, Ketchum, Idaho 83340.

ARTICLE III

PURPOSE: The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity.

ARTICLE IV

STOCK:

A. General Provisions.

1. Authorized Stock. The total number of shares of all classes of stock that the corporation shall have the authority to issue is fifty million (50,000,000) shares, consisting of forty five million (45,000,000) shares of common stock, par value \$0.001 per share, and five million (5,000,000) shares of special or preferred stock, par value \$0.001 per share.

a. Common Shares. Common shares shall have The voting power, limitations, restrictions, and relative rights of the common stock are as follows:

(1) Voting Power. Each share of common stock shall be entitled to one vote at stockholders' meetings, either in person or by proxy.

(2) Dividends. Subject to the prior rights and preferences applicable to any preferred stock of the corporation, holders of shares of common stock shall be entitled to receive dividends, when, as and if declared by the board of directors in its absolute discretion out of assets legally available therefor.

(3) Rights in Dissolution and Distributions of Assets. Subject to the prior rights and preferences applicable to any preferred stock of the corporation, holders of shares of common stock shall be entitled to receive distributions of the corporation upon liquidation, dissolution, or winding up of the corporation.

b. Preferred Shares. The corporation's board of directors may designate such series, powers, rights and restrictions of such preferred classes or special share classes of shares as necessary with the approval of the majority holder of the Series A Preferred Shares.

(1) Preferred Series A Shares. There shall be authorized upon incorporation the amount of seventy (70) Preferred Series A Shares. Such shares shall be and are hereby issued, without necessity of share certificate, to the founder of the Corporation. Such shares shall have the following rights, limitations and preferences.

(a) **Preference on Liquidation.** In the event of any voluntary or involuntary liquidation, distribution of assets (other than the payment of dividends), dissolution or winding-up of the Company, Preferred Series A Shares shall have no preferential rights to the Company's common stock (the "Common Stock").

(b) **Voting Rights.** The Preferred Series A Shares shall have voting rights and voting will be on the basis of each share of Preferred Series A shall equal to the voting equivalent of one percent (1%) of the then outstanding and issued common shares of the Company when combined with the voting power after conversion calculation of all other Common and Preferred Series of shares of the Company then issued and outstanding. Such voting rights shall exist for all matters necessary under the Florida Revised Statutes where shareholder approval or vote could be necessary, or is allowable under law.

(c) **Conversion and Non-Dilution.** The holders of the Preferred Series A shall have the following rights with respect to the conversion of the Preferred Series A for purposes of voting procedures in any of the Company matters allowed for under law. shares of Common Stock (the "Conversion Rights"):

(d) **Conversion.** All such Preferred Series A shares shall have no convertible ability or rights to the Company common stock.

(e) **Non-Dilutability.** All such Preferred Series A shares shall not be dilutable through the issuance of any common shares of the Company, conversion of any other class of Preferred Shares, or by any action of the Board of Directors once this share class is issued automatically upon incorporation. At all times each such one share of Preferred Series A shares shall represent one percent of all convertible Preferred shares and common shares then issued and outstanding in the Company.

(f) **No Impairment.** The Company will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but will at all times in good faith assist in the carrying out of all the provisions of this Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holder of the Preferred Series A against impairment. Only by explicit grant or right of the founder shall such Preferred Series A shares be changed in rights, preferences, or existence. At no time shall such shares become the property of any other party, or subject to any form of liquidation in bankruptcy, or by debt of the holder, by judgment or by marital dissolution. In the event of any such event, such shares shall be immediately divested to the Board of Directors as a

group for voting and rights. The founder shall have the ability to divest such shares by will or by conveyance to a trust at his discretion.

2. Authority of the Board of Directors. The board of directors is authorized to provide for the issuance from time to time of authorized, but unissued shares of stock of the corporation and to determine the respective classes, series, rights and preferences of such stock. When the consideration for such shares has been fully paid, such shares shall be issued in full compliance with the board authorization as duly authorized, validly issued, fully paid and non-assessable. The Board of Directors is also authorized to render reverse and forward divisions of the common shares of stock issued and outstanding, increase and decrease the authorized shares of common stock, as well as change the par value of such shares. The Board of Directors is also authorized to create new classes and series of shares with the approval of the Preferred Series A holders. Such powers are enumerated in Article VII.

3. Pre-Emptive Rights. No holder of shares of any class or series of stock of the corporation shall be entitled to preemptive rights to subscribe to any unissued stock or any other securities of the corporation. Notwithstanding the foregoing, the board of directors may, at its discretion, by resolution determine that any unissued shares of preferred stock of the corporation may be offered for subscription solely to the holders of a particular class or series of stock of the corporation, in such proportions as the board of directors in its discretion may determine.

4. No Cumulative Voting. Cumulative voting in elections of directors and in all other matters brought before stockholders meetings, whether annual or special, shall not be permitted.

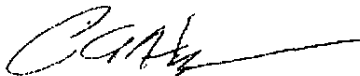
#### ARTICLE V

OFFICERS AND DIRECTORS: The Initial Officers and Directors shall be Stephen White as acting Chief Executive Officer, and Craig A. Huffman as President. Craig A. Huffman shall have specific authority to transact all business of the Corporation for purposes of accounts, setting up of accounts, accounting, banking, entering into necessary contracts and such other executive functions.

#### ARTICLE VI

REGISTERED AGENT AND ADDRESS: The registered agent of the Corporation shall be Craig A. Huffman, Esq. 13046 Racetrack Road 243, Tampa, Florida 33626.

Acceptance of duties by registered agent pursuant to s.607.0505, F.S.



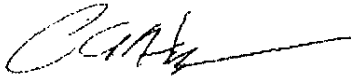
Craig A. Huffman, Esq.

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TAMPA, FLORIDA

## ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR: The incorporator of Caring Network, ~~Group~~ P, Inc. is Craig A. Huffman, with the address of 13046 Racetrack Road, #243, Tampa, Florida 33626.

Signature of Incorporator



\_\_\_\_\_  
Craig A. Huffman

## ARTICLE VIII

BOARD OF DIRECTORS: The number of members of the board of directors shall be fixed from time to time by the bylaws, and shall consist of not less than one nor more than five members. The members of the board of directors shall be elected or appointed at such times, in such manner and for such terms as may be prescribed by the bylaws. The Board of Directors shall have the right and power to amend the articles of incorporation for the following purposes without shareholder consent, and such other powers unless disallowed by statute, except all of the following with the consent of the holder of the Preferred Series A Shares, to: Reverse or forward divisions (splits) of the common or other shares of the company (except the Preferred Series A Shares), increase the authorized shares, decrease the authorized shares, creation of new classes and/or series of shares, sale of the major assets of the company, change the state of domestication of the company, change the name of the company, create liens and debts on the majority of the company, sell the company or that portion of a majority control of the company, change the location of the corporate headquarters, enter into an agreement to become public in any form or fashion, begin and form subsidiary entities, and all other manner of matters not prohibited by law.

RESIGNATION OF DIRECTORS: Any director may resign by filing a written resignation with the secretary of the corporation and upon acceptance thereof by the board of directors, or if the board shall neglect to act upon such resignation within fourteen (14) days after receipt, the resignation shall become effective and the board position shall be deemed vacant.

REMOVAL OF DIRECTORS: Any director(s) may be removed 1) by vote of the holder(s) of the Preferred Series A shares; 2) by unanimous vote of the other then directors; or 3) by the Chairman upon an event of good cause as reasonable for instant action for the benefit of the Company, if a board of directors meeting of the other directors cannot be held within 24 hours. The common shareholders of the Corporation may not remove a director without the consent of the Preferred Series A holder(s).

INITIAL DIRECTORS: The initial directors of the corporation shall be Craig A. Huffman and Frederick Conte.

## ARTICLE IX

DURATION: The duration of the corporation shall be perpetual.



## ARTICLE X

AMENDMENT: These articles of incorporation may be amended in any respect amendable under the laws of the State of Florida at a special or annual meeting of the stockholders that complies with the requirements of the bylaws and the laws of the State of Florida, by vote in favor of the amendment by at least a majority of the issued and outstanding capital stock of the corporation, or by such greater proportion of the voting power as may be required by law or otherwise by these articles of incorporation. It shall be necessary for approval of any Amendment of these Articles, for approval by the Preferred Series A shares, in such proportion for approval.

## ARTICLE XI

BYLAWS: The board of directors shall have authority to adopt such bylaws, and make amendments to bylaws that have been adopted by the board of directors, as in its judgment may be deemed necessary or advisable for the management and transaction of the business of the corporation, provided that such bylaws are not in conflict with these articles of incorporation or the laws of the State of Florida.

## ARTICLE XII

LIABILITY: A director or officer of the corporation shall not be personally liable to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this provision does not eliminate or limit the liability of a director or officer for (a) acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law or (b) the making of distributions in violation of the Florida Statutes. If the Florida Statutes are subsequently amended to authorize corporate action further limiting the personal liability of directors or officers, then the corporation is authorized to take such actions as the board of directors may deem necessary or advisable to further limit the personal liability of directors or officers to the fullest extent permitted by the Florida Revised Statutes, as so amended. Any repeal or modification of the foregoing by the stockholders of the corporation shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such repeal or modification.

## ARTICLE XIII

INDEMNIFICATION: The indemnification provided for by the bylaws shall continue, with respect to any person covered by such indemnification, after such person has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors or administrators of such person; provided, further, that any action to repeal or restrict rights of indemnity for such persons shall be ineffective as to actions or inactions occurring prior to the repeal or restriction of such rights of indemnity.

## ARTICLE XIV

MEETINGS AND QUARUMS: Meetings and quorums for actions of the corporation shall be held as designated herein, or by the bylaws of the Corporation.

A. SHAREHOLDER MEETINGS. Shareholder meetings of the Corporation may occur at any location designated by the Board of Directors. Such shareholder special meetings may be held only upon the vote of either 1) by vote of the board of directors, when if there is one director by such director, when there are two directors then by both directors, when there are three directors then by any two such directors, when if there are four directors then by three such directors, when if there are five directors then by three such directors; 2) the request of the Preferred Series A majority holder or holders; 3) upon written request of seventy percent (70%) of the then existing common shares. Shareholder actions are explicitly authorized to be done in writing when necessary or called for by the Board of Directors, or by the holder(s) of the Preferred Series A shares. Actions to approve corporate actions shall be approved by the Preferred Series A majority holder or holders, without necessity of common shareholders, unless such consent is necessary by law. No annual meetings shall be necessary unless called for by one of the above methods.

B. BOARD OF DIRECTORS: A quorum for the board of directors shall be a majority of such directors. Board meetings may be held telephonically or by video. Board actions may be done by written resolution. Meetings of the board of directors may be called by either 1) by vote of the board of directors, when one director by such director, when two directors then by both directors, when three directors then by two such directors, when four directors then by three such directors, when five directors then by three such directors; 2) the request of the Preferred Series A majority holder or holders; 3) upon written request of seventy percent (70%) of the then existing common shares.

-----END OF ARTICLES OF INCORPORATION -----