

P95000056955

1562 Garden Avenue
Holly Hill, Florida 32117

June 21, 1995

Florida Secretary of State
Corporate Section
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
JUL 24 1995
01072-0002
****122.50 ****122.50

Dear Madame or Sir:

Enclosed, we submit for filing with the Bureau Chief the Articles of Incorporation of ACLE Care Management, Inc., an assumed name notice for Home Away From Home, together with our check in the amount of \$172.50 to cover the required filing fees.

Please return a certified copy of these documents to the address above.

Sincerely,

Lynn Costner
Lynn Costner

Enclosures

2095-13035

FILED
JUL 21 1995
TALLAHASSEE, FLORIDA

SHARON L. TALA

JUL 21 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1995

ACLF CARE MANAGEMENT, INC.
% LYNN COSTNER
1562 GARDEN AVENUE
HOLLY HILL, FL 32117

SUBJECT: ACLF CARE MANAGEMENT, INC.
Ref. Number: W95000013035

We have received your document for ACLF CARE MANAGEMENT, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In order for our office to process your Articles of Incorporation and your Fictitious Name using one check, both document must be completed. Attached you will find a Fictitious Name Packet for your convenience. Please complete this form and return with Your Articles and your check (which is attached).

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 295A00031344

**CHARTER OF INCORPORATION
OF
ACLF CARE MANAGEMENT, INC.**
a Florida Business Corporation

I, the undersigned, being a natural person, hereby act as Incorporator in adopting the following Articles of Incorporation, for the purpose of organizing a Florida Business Corporation, pursuant to the provisions of the Florida Corporation Act (the "Act") to be called ACLF CARE MANAGEMENT, INC. (the "Corporation").

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is ACLF CARE MANAGEMENT, INC..

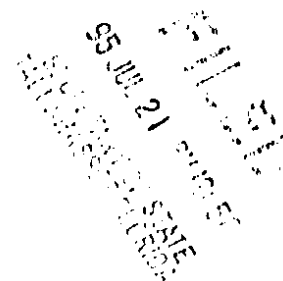
**ARTICLE II
CORPORATE DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
CORPORATE PURPOSES**

The purposes for which the Corporation is organized is the transaction of any and all lawful business for profit, for which a Corporation may be organized under the Act. The Directors, in the name of the Corporation, may engage in any general business activity and perform all acts considered necessary in furtherance of such activity, including the following powers:

- To transact any business not prohibited by law or required to be specifically stated in these articles. Further, and without limitation upon such general purpose clause stated above, the Corporate Purpose includes acting in any of the following manners:
- To engage in the business of operating one or more residential homes for the aged and related activities;
- To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, or government and to perform and carry out, assign, cancel, or rescind any such contracts;
- To exercise all or any of the corporate powers and to carry out all or any of the purposes enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any individual, corporation, joint stock company, association, partnership, firm, syndicate, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other services of assistance insofar as it lawfully may under the laws of Florida and the laws of any



state or territory in which the Corporation receives authority to do business, whether in the United States or any other country;

- To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of Holly Hill or any state wherein such actions take place;
- To purchase, lease, hire, or otherwise in any manner acquire, own, hold, operate, develop, manufacture, produce, process, improve, sell, assign, transfer, exchange, mortgage, pledge, or otherwise in any manner dispose of, turn to account, or convey or deal in or with, as principal, agent, or broker, real property, improved or unimproved, and personal property, tangible or intangible, including, without limitation, copyrights, patents, trademarks, securities and obligations of any issuer, whether or not incorporated;
- To form or acquire, alone or jointly with others, subsidiary corporations without regard to whether the purposes of such corporations are commensurate with the purpose stated in these Articles of Incorporation, and to convey and assign all or any part of the assets of the corporation to any such subsidiary corporation in exchange for shares of the capital stock or other securities or evidences of indebtedness of such subsidiary corporation or corporations;
- To acquire, in whole or in part, the business, including real and personal property of every kind, and to assume the whole or any part of the liabilities of any person, firm, association, or corporation, and to hold or in any manner use or dispose of the whole or any part of any business and property so acquired.

ARTICLE IV CORPORATE EQUITY STRUCTURE

The aggregate number of shares the Corporation is authorized to issue is five thousand (5,000) shares of Common Stock. Each authorized share shall have a par value of one dollar (US\$1). No other class of stock is authorized. The following is a description of the designations, preferences, limitations, powers, voting rights, conversion features, restrictions, and qualifications of the Common Stock of the Corporation and of the authority with respect thereto expressly vested in the Board of Directors of the Corporation:

- The holders of Common Stock shall have unlimited voting rights and are entitled to receive the net assets of the Corporation upon dissolution.
- No holder of any shares of the Common Stock of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class, now or hereafter authorized, of the Corporation that the Corporation proposes to issue or any rights or options that the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations that carry any rights, to subscribe for, purchase, or otherwise acquire bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of

Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

- Shareholders shall have only those rights to purchase additional shares of the Corporation as the Board of Directors may confer in its discretion. If the Board of Directors determines that any purchase rights for shareholders shall be established for any shares of stock or other securities, such rights shall be limited to the terms stated in the resolutions of the Board of Directors declaring those rights. The extent of any rights shall be determined by the Board of Directors, including the subscription or purchase price, and all other terms, and limitations of the rights in any instance.
- The Corporation shall be entitled to treat the person or entity in whose name any share, right, or option is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in such share, right, or option on the part of any other person, whether or not the Corporation shall have notice thereof, except as may be expressly provided by the laws of Florida.

ARTICLE V CORPORATE REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation in Volusia County, Florida shall be ACLF Care Management, Inc., 1562 Garden Avenue, Holly Hill, Florida, 32117. The name of the initial registered agent of the Corporation at that office is Lynn Costner.

ARTICLE VI PRINCIPAL OFFICE

The address of the initial principal office of the Corporation in Florida shall be ACLF Care Management, Inc., 1562 Garden Avenue, Holly Hill, Florida, 32117.

ARTICLE VII DIRECTORS AND MANAGEMENT

The Corporation is to be managed by one or more Directors. The number of initial Directors, who shall serve as Directors until the first annual meeting of shareholders of the Corporation or until their successors are duly elected, shall be one (1) and the initial Director is Lynn Costner and the address of such initial Director is 1562 Garden Avenue, Holly Hill, Florida, 32117. Hereafter, the number of Directors shall be determined by the Bylaws of the Corporation.

No contract or other transaction between the Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that the Director or any of the Directors of this Corporation is pecuniarily or otherwise interested in, or is a Director or Officer of, any such other corporations; any Directors individually, or any firm of which the Director or any Directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is so interested may be counted in determining the existence of a quorum at any such contract or transaction, and may vote to

authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such Corporation or not so interested

ARTICLE VIII ACTION WITHOUT A MEETING

Any action required by the Act or other statute to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the shareholders entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

ARTICLE IX SHAREHOLDER RIGHTS

No shareholder shall have a preemptive right to acquire any shares or securities of any class that may at any time be issued, sold or offered for sale by the Corporation. The right of shareholders to cumulative voting in the election of Directors is expressly prohibited. No shareholder shall have the right to transfer shares to a person or entity not a shareholder of the Corporation, without the consent of all other shareholders. Any transferee or assignee of a shareholder's interest shall not have a right to participate in management or otherwise become a shareholder unless all shareholders consent.

ARTICLE X DIRECTOR LIABILITY LIMITATION

A Director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the Director's capacity as a Director, except that this Article does not eliminate or limit the liability of a Director to the extent the Director be found liable for (i) a breach of the Director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Director received an improper benefit, whether or not it is benefit resulted from an action taken within the scope of the Director's office; or (iv) an act or omission for which the liability of a Director is expressly provided by an applicable statute.

Any repeal or amendment of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which the Director of the Corporation is not liable as set forth in the preceding sentences, the Director shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a Director.

ARTICLE XI
CORPORATE INDEMNIFICATION

Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors, and administrators) shall be indemnified by the Corporation against all other claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim to which he is, or may be, a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer.

In the event of any other judgment against any Director or Officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all question of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any Bylaw, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on June 16, 1995 by the Undersigned.

SOLE INCORPORATOR OF
ACLF CARE MANAGEMENT, INC.

BY: 

Lynn Costner, Sole Incorporator
1562 Garden Avenue
Holly Hill, Florida, 32117

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF 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, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ACLF Care Management, Inc.
2. The name and address of the registered agent and office is:

Lynn Costner, Registered Agent
1562 Garden Avenue
Holly Hill, Florida, 32117

By: Lynn Costner
ACLF Care Management, Inc.

FILED
JUL 21 2015
CLERK OF CIRCUIT COURT
STATE OF FLORIDA

CONSENT OF INITIAL REGISTERED AGENT

I, Lynn Costner, hereby consent to my designation as the initial Registered Agent of ACLF Care Management, Inc., in accordance with the Florida Business Corporation Act. Having been named as registered agent to accept service of process for the above-stated 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.

6/16/95
EFFECTIVE DATE

Lynn Costner
Lynn Costner, Registered Agent
1562 Garden Avenue
Holly Hill, Florida, 32117

NOTICE UNDER ASSUMED NAME STATUTE

TO WHOM IT MAY CONCERN:

This is to certify that the undersigned, pursuant to Florida law, gives notice that the following Corporation is doing business as "Home Away From Home" and that its corporate existence is perpetual:

Actual name of Corporation: **ACLF Care Management, Inc.**
Principal business address: 1562 Garden Avenue
Holly Hill, Florida 32117

EXECUTED this 16th day of June, 1995.

ACLF Care Management, Inc.

BY: 

Lynn Costner, President