

ARTICLES OF INCORPORATION  
OF  
SOMERBY CARES, INC.  
A NONPROFIT CORPORATION

TO THE HONORABLE JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA

Pursuant to the provisions of CODE OF ALABAMA §§10-3A-82 and 10-3A-84, the undersigned nonprofit corporation hereby files the following Articles of Incorporation:

- I. NAME. The name of the corporation (the "Corporation") is Somerby Cares, Inc.
- II. ORIGINAL ARTICLES. The Articles of Incorporation of the Corporation were filed in the office of the Judge of Probate of Shelby County, Alabama.
- III. AMENDMENTS. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:
  1. NAME AND LOCATION. The name of the corporation shall be Somerby Cares, Inc. (the "Corporation") and it shall be located in Shelby County, Alabama.
  2. DURATION. The period of duration of the Corporation shall be perpetual.
  3. PURPOSES. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law, and may carry on any activity contemplated by such section. The Corporation is organized to provide financial assistance in the form of grants or loans to the employees of Somerby Senior Living Services, LLC or Dominion Management, LLC (or their immediate family members) who demonstrate an urgent need for financial aid due to emergency, catastrophic disaster, life-threatening illness or injury, et al.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended or any activities proscribed by the Alabama Nonprofit Corporation Act.

4. POWERS. In connection with the purposes of the Corporation described above, the Corporation may:

- (a) purchase, acquire, hold, improve, sell, convey, assign, exchange, release, lease, hire and deal in real and personal property of every kind and character;
- (b) apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any nonprofit corporation may make or grant;
- (c) enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or politic body;
- (d) solicit, receive and make donations of, funds and other property, real, personal and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend and apply such funds and property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest; and
- (e) exercise all of the powers vested in nonprofit corporations by the Constitution and laws of the State of Alabama, including, without limitation, the Alabama Nonprofit Corporation Act.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing contained herein, however, shall be construed as authorizing the Corporation to carry on any business for profit.

5. LIMITATIONS. Notwithstanding any other provisions of these Articles of Incorporation, the following limitations shall apply to the Corporation:

- (a) No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (c) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(d) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(e) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(f) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

6. MEMBERS. The Corporation shall have no members.

7. BOARD OF DIRECTORS.

(a) Control and Management of the Corporation. The control and management of the Corporation, its property and affairs shall be vested solely in the Board of Directors.

(b) Number of Directors; Initial Directors. The Board of Directors shall initially be composed of three (3) directors who shall hold office until the first annual meeting of the Board of Directors or until their successors are duly elected and qualified. The names and addresses of those persons who are to serve as the initial directors are:

| <u>NAME</u>      | <u>ADDRESS</u>                                               |
|------------------|--------------------------------------------------------------|
| Stovall Kendrick | 1200 Corporate Drive, Suite 225<br>Birmingham, Alabama 35242 |
| Michael Mays     | 1200 Corporate Drive, Suite 225<br>Birmingham, Alabama 35242 |
| Brian D. Parker  | 1200 Corporate Drive, Suite 225<br>Birmingham, Alabama 35242 |

(c) Successor Directors. Upon the expiration of the terms of office of the initial directors as set forth above, their successors shall be elected or appointed in the manner and for the terms provided in the Corporation's Bylaws.

(d) Other Matters. All other matters with respect to the directors of the Corporation, including the number, election, term of office and the removal thereof shall be as set forth in the Corporation's Bylaws.

8. BYLAWS. The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the Corporation's Bylaws.

9. REGISTERED AGENT AND OFFICE. The address of the registered office of the Corporation and the name of the registered agent at such address are:

Brian D. Parker  
1200 Corporate Drive, Suite 225  
Birmingham, Alabama 35242

10. OFFICERS. The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers as the Board of Directors may deem necessary, each of whom shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the Corporation's Bylaws.

11. NONSTOCK AND NONPROFIT STATUS. This Corporation shall have no capital stock, is not organized for profit and does not contemplate pecuniary gain or profit to its members, officers or directors or to any other individuals. The Corporation does not contemplate the distribution of gains, profits or dividends to its members, officers or directors or to any other individuals and is organized solely for nonprofit purposes.

12. DISSOLUTION OF CORPORATION. Notwithstanding any other provision of these Articles of Incorporation, in the event of the dissolution of the Corporation, the residual assets of the Corporation after the payment of its debts shall be distributed exclusively for charitable, educational or religious purposes to another nonprofit organization, provided that such organization is at that time organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future tax law. If said organization is not so organized and operated, then the assets shall be distributed to some other entity so organized and operated, or to the federal government, or to a state and local government, for exclusively public purposes.

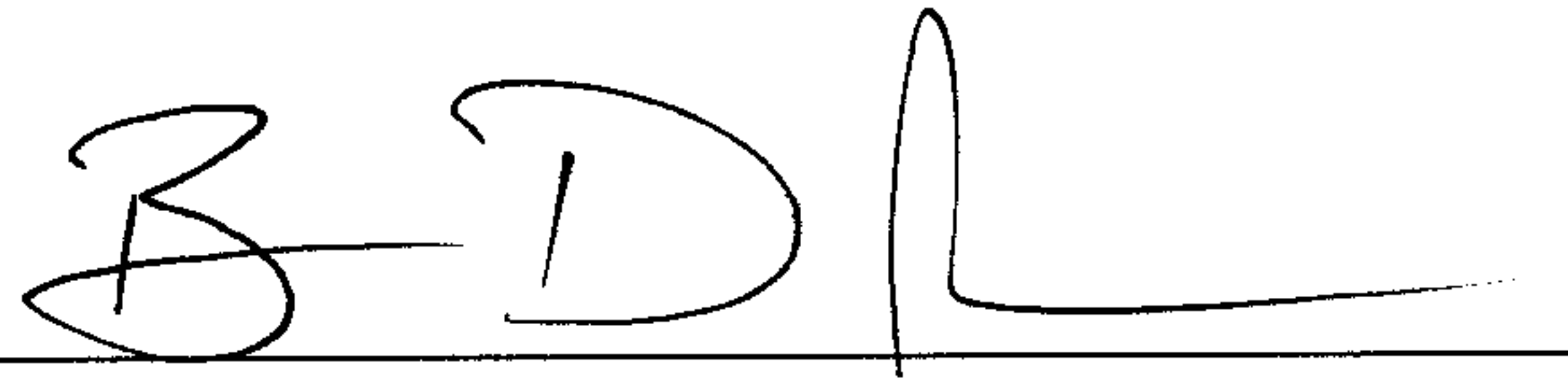
13. NO PERSONAL LIABILITY. No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation.

14. AMENDMENT. These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members of the Board of Directors.

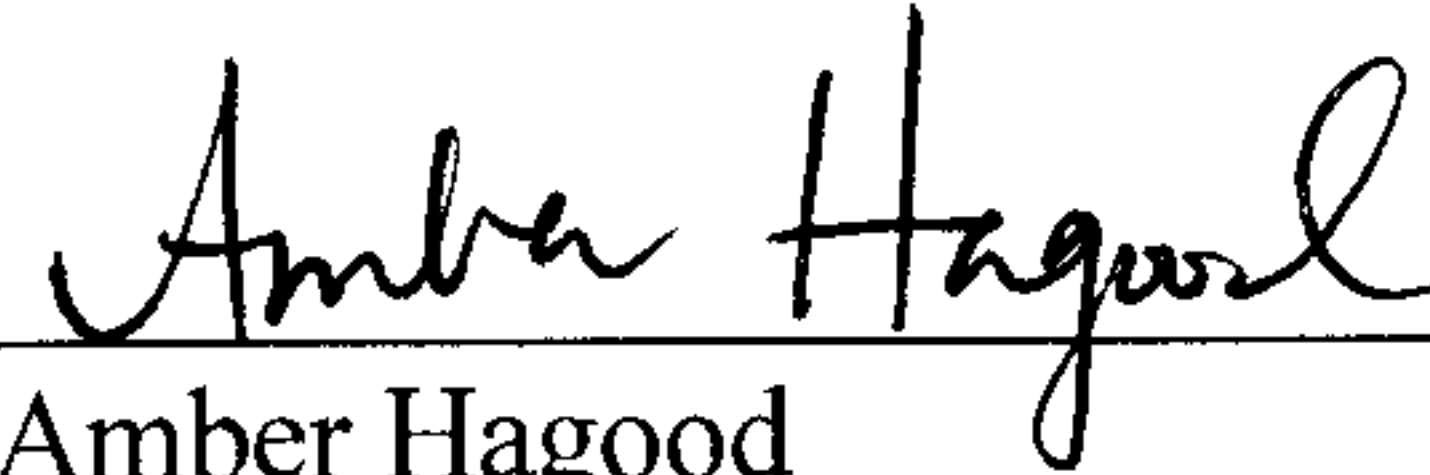
IV. EFFECT. These Articles of Incorporation correctly set forth the provisions of the articles of incorporation as amended, have been duly adopted as required by law and supersede the original articles of incorporation and all amendments thereto.

~ Signature on following page ~

IN WITNESS WHEREOF, the undersigned director has hereunto subscribed his name to these Articles of Incorporation on this the 3<sup>rd</sup> day of April, 2013.

A handwritten signature in black ink, appearing to read "B D L", written over a horizontal line.

Brian D Parker  
Director

A handwritten signature in black ink, appearing to read "Amber Hagood", written over a horizontal line.

Amber Hagood  
Secretary

A standard 1D barcode with vertical black bars of varying widths.

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Shelby Cnty Judge of Probate, AL  
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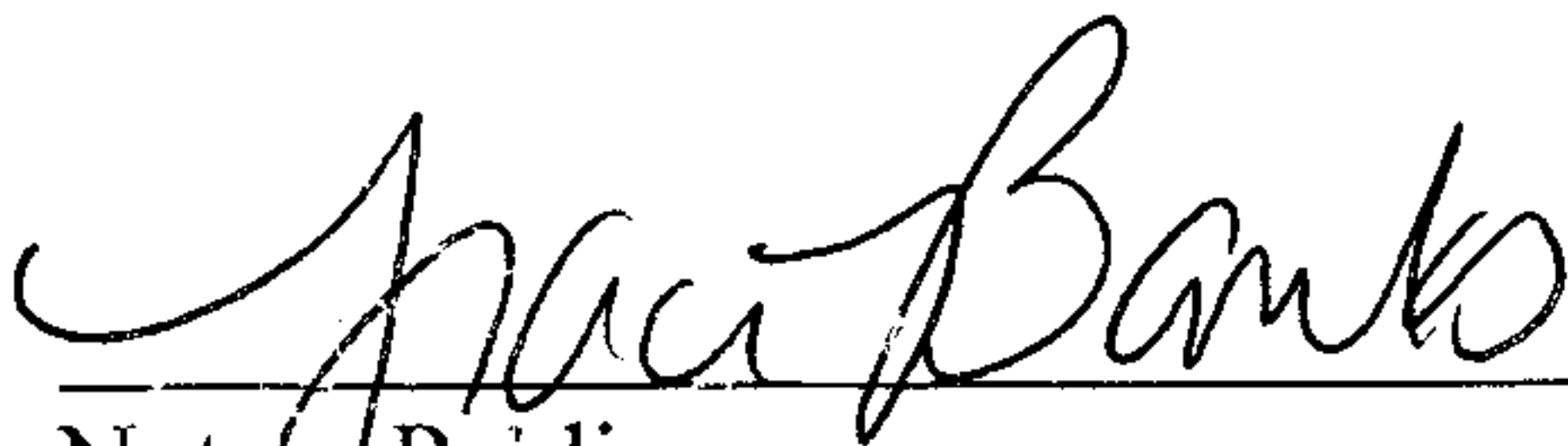
VERIFICATION

The undersigned, Amber Hagood, Secretary of Somerby Cares, Inc., an Alabama nonprofit corporation (the "Corporation"), hereby certifies, as such Secretary, that Brian D Parker, whose name as the Director of the Corporation is signed to the foregoing Articles of Amendment, constitutes such officer of the Corporation and that the statements set forth in the foregoing Articles of Amendment are true and correct.

WITNESS, my hand and seal this 3<sup>rd</sup> day of April, 2013.

  
Amber Hagood, Secretary

Sworn to and Subscribed before me this 3<sup>rd</sup> day of April, 2013.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_



  
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Shelby Cnty Judge of Probate, AL  
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Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Somerby Cares, Inc.**

This domestic nonprofit corporation is proposed to be formed in Alabama and is  
for the exclusive use of Brian D. Parker, 1200 Corporate Dr. Suite 225,  
Birmingham, AL 35242 for a period of one hundred twenty days beginning April  
4, 2013 and expiring August 3, 2013.



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**In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.**

April 4, 2013

Date

*Beth Chapman*

Beth Chapman

Secretary of State