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DEC 10 2013

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

**ARTICLES OF INCORPORATION OF AN  
ARIZONA NON-PROFIT CORPORATION,  
RightCare Foundation, Inc.**

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Arizona, and for that purpose we hereby make, adopt, sign and acknowledge these Articles of Incorporation.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the Corporation shall be RightCare Foundation, Inc.

**ARTICLE II**  
**PURPOSE**

The purpose for which the Corporation is organized is, among other purposes, to act as consultants to the health care industry relating to federal, state, and local regulatory standards, standard of care, industry and facility practices, best practices, and the care and treatment of patients residing in health care facilities, including, without limitation, primary, secondary, tertiary, and elder care facilities such as independent living, assisted living, and skilled care facilities. The Corporation may also be involved in fundraising activities with the funds utilized to improve the health care and care facility industry, patient care, and the various facilities described above.

**ARTICLE III**  
**CHARACTER OF AFFAIRS**

The character of affairs for which RightCare Foundation, Inc. is organized and initially intends to conduct business in this State is as described above. No part of the net earnings of RightCare Foundation, Inc. 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 II above.

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## ARTICLE IV

No part of the 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 II. No substantial part of the activities of the corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity not permitted to be carried on: (a) By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of (or the corresponding provision of any future United States Internal Revenue Law) or: (b) By a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of 501(c)(3) (or the corresponding provisions of any future United States Internal Revenue Laws).

## ARTICLE V DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of The United States of America (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle of the corporation is then located, exclusively for such a purpose or to such organization or organizations, as said Court shall determine, with are organized and operated exclusively for such purpose.

**ARTICLE VI**

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws.

**ARTICLE VII**  
**KNOWN PLACE OF BUSINESS**

The Corporation's known place of business is 14418 North 15<sup>th</sup> Street, Phoenix, Arizona 85022.

**ARTICLE VIII**  
**INCORPORATORS**

The Incorporator's name and address is Steven B. Wagner, 14418 n. 15<sup>TH</sup> Street, Phoenix, Arizona 85022:




Steven B. Wagner  
14418 N. 15<sup>th</sup> Street  
Phoenix, Arizona 85022  
602-614-0069

  
Signature-Print  
Date

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The initial Board of Directors, who shall serve until the first annual meeting of the Board of Directors, is:

  
Steven B. Wagner (Member)

12/8/10  
Date

**ARTICLE X**  
**STATUTORY AGENT**

The name and address of the Statutory Agent is:

Mark J. Robens  
6557 E. Phelps Rd.  
Scottsdale, Arizona 85254-1456  
Phone 480-399-6000

**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

I, Mark J. Robens, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or my resignation is submitted in accordance with the Arizona Revised Statutes.

Mark J. Robens  
6557 E. Phelps Rd.  
Scottsdale, Arizona 85254-1456  
Phone 480-399-6000

Dated this 8<sup>th</sup> day of December, 2010

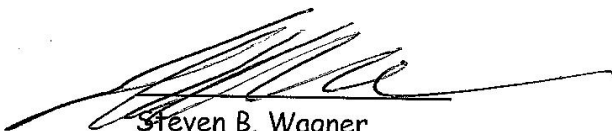


Mark J. Robens

ARTICLE XI  
MEMBERS

The Corporation will have members, in addition to Steven B. Wagner, to be established at a later date.

Dated this 8 day of December, 2010.



Steven B. Wagner  
Incorporator  
RightCare Foundation, Inc.  
14418 N. 15<sup>th</sup> Street  
Phoenix, Arizona 85022

**CERTIFICATE OF DISCLOSURE**

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

Rightcare Foundation, Inc  
EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_\_\_ No X

B. IF YES, the following information MUST be attached:

- |   |  |
|---|--|
| 1. Full name, prior name(s) and aliases, if used.           | 6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case. |
| 2. Full birth name.   |  |
| 3. Present home address.                                    |  |
| 4. Prior addresses (for immediate preceding 7-year period). |  |
| 5. Date and location of birth.                              |  |

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes \_\_\_\_\_ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- |   |  |
|---|--|
| 1. Name and address of the other corporation.   | 4. Dates of corporate operation.   |
| 2. Full name (including aliases) and address of each person involved.   | 5. Case information for bankruptcy or receivership (date, case number, court). |
| 3. State(s) in which the other corporation: <ol style="list-style-type: none"> <li>(a) was incorporated.</li> <li>(b) has transacted business.</li> </ol> |  |

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] BY \_\_\_\_\_

PRINT NAME Steve D. Wagner PRINT NAME \_\_\_\_\_

TITLE Incorporator/President DATE 12/18/10 TITLE \_\_\_\_\_ DATE \_\_\_\_\_

**ARIZONA CORPORATIONS:** ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

**FOREIGN CORPORATIONS:** MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

**FINANCIAL INSTITUTIONS:** MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.