

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **OCT 19 2010**

BASKETS OF CARE INC
C/O GAIL A COOPER
6842 CARRIE PINE LN
TOLEDO, OH 43617

Employer Identification Number:
27-3260243
DIN:
17053281331000
Contact Person:
RENEE RAILY NORTON ID# 31172
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
August 6, 2010
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PC

201021701272

DATE: 08/06/2010	DOCUMENT ID 201021701272	DESCRIPTION DOMESTIC ARTICLES/NON-PROFIT (ARN)	FILING 125.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

ROLLIND W. ROMANOFF
6591 W CENTRAL AVE.
SUITE 103
TOLEDO, OH 43617

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1953679

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
BASKETS OF CARE, INC.

and, that said business records show the filing and recording of:

Document(s)
DOMESTIC ARTICLES/NON-PROFIT

Document No(s):
201021701272



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 29th day of July, A.D.
2010.

Handwritten signature of Jennifer Brunner in cursive.

Ohio Secretary of State



Prescribed by:

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to me at the following:

Yes PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***

No PO Box 670
Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)
Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> (1) Articles of Incorporation Profit (113-ARF) ORC 1701	<input checked="" type="checkbox"/> (2) Articles of Incorporation Nonprofit (114-ARN) ORC 1702	<input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Baskets of Care, Inc.

SECOND: Location Toledo Lucas
(City) (County)

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
(mm/dd/yyyy)

Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

Organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The charitable purposes of the corporation include the following: providing aid, assistance, comfort and support by providing names of licensed medical care providers and educational material and personal care products at no charge, to cancer patients.

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any) N/A
(No. of Shares) (Type) (Par Value)

(Refer to instructions if needed)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

Gail A. Cooper

(Name)

6842 Carrie Pine Lane

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Toledo

(City)

Ohio

(State)

43617

(Zip Code)

Michael P. Baker

(Name)

1030 Country View Lane #14-E

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Toledo

(City)

Ohio

(State)

43615

(Zip Code)

Maronda A. Williams

(Name)

2370 County Road E

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Swanton

(City)

Ohio

(State)

43558

(Zip Code)

REQUIRED

Must be authenticated (signed) by an authorized representative

(See Instructions)

Gail A. Cooper

Authorized Representative

Gail A. Cooper

(print name)

July 27, 2010

Date

Michael P. Baker

Authorized Representative

Michael P. Baker

(print name)

July 27, 2010

Date

Maronda A. Williams

Authorized Representative

Maronda A. Williams

(print name)

July 27, 2010

Date

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Baskets of Care, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Gail A. Cooper
(Name)
6842 Carrie Pine Lane
(Street) NOTE: P.O. Box Addresses are NOT acceptable.
Toledo, Ohio 43617
(City) (Zip Code)

Must be authenticated by an authorized representative

Gail A. Cooper
Authorized Representative

July 27, 2010
Date

Michelle P. Bah
Authorized Representative

July 27, 2010
Date

Melinda A. Wiland
Authorized Representative

July 27, 2010
Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, Gail A. Cooper, named herein as the
Statutory agent for, Baskets of Care, Inc.
, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: Gail A. Cooper
(Statutory Agent)

BASKETS OF CARE, INC.

CONFLICT OF INTEREST POLICY AND PROCEDURES FOR DIRECTORS

Policy Statement

Each member of the board of Baskets of Care, Inc. has a duty of loyalty to Baskets of Care, Inc. In furtherance of this duty, it is the policy of Baskets of Care, Inc. that directors may not use their position as directors for personal, family, or professional gain. Directors may not obtain for themselves, their relatives, or their friends a material financial interest of any kind from their connection with Baskets of Care, Inc. Each director has a duty to give undivided allegiance to Baskets of Care, Inc. when making decisions affecting Baskets of Care, Inc. and in any transactions, dealings, or situations involving Baskets of Care, Inc. In furtherance of these obligations, Baskets of Care, Inc. has adopted this Conflict of Interest Policy and Procedures applicable to its directors.

1. Categories of Conflicts of Interest

Conflict of Interest Transactions

A conflict of interest with respect to a transaction effected or proposed to be effected by the organization means the interest a director has respecting such transaction, if:

1. The director knows that he or she or a related person is a party to the transaction or has a beneficial financial or personal interest in or is so closely linked to the transaction and it is of such financial or personal significance to the director or a related person that the interest would reasonably be expected to exert an influence on the director's judgment if he or she were called upon to vote on the transaction; or
2. The director knows that any of the following persons is either a party to the transaction or has a financial or personal interest in or is so closely linked to the transaction and it is of such financial or personal significance to the person that the interest would reasonably be expected to exert an influence on the director's judgment if he or she were called upon to vote on the transaction:
 - a. An entity of which the director is a director, officer, partner, equity owner, agent, or employee;
 - b. A person that controls, is controlled by, or is under common control with, one or more of the entities described in subsection (a); or
 - c. An individual who is a partner, principal, employer, employee, personal friend, business associate, or a significant creditor or debtor of the director.

For purposes of this Policy, a "related person" of a director means 1) the spouse of the director, or a parent or sibling thereof, or a child, grandchild, sibling, or parent of the director, or the spouse of any thereof, or an individual having the same home as the director, or a trust or estate of which an individual specified in this paragraph is a substantial beneficiary, or 2) a trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

Examples of situations in which conflicts of interest may arise include, but are not limited to, the following:

- Transactions with persons and organizations supplying goods and commercial services to Baskets of Care, Inc.
- Transactions with persons and organizations from which Baskets of Care, Inc. leases property and equipment
- Transactions with persons and organizations with whom Baskets of Care, Inc. is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property
- Transactions with persons representing competing or collaborating organizations
- Transactions with donors and others supporting Baskets of Care, Inc.
- Transactions with persons representing agencies, organizations, and associations that affect the operations of Baskets of Care, Inc.
- Transactions with organizations or individuals receiving grants from Baskets of Care, Inc.

Conflict of Interest Relationships

Baskets of Care, Inc. recognizes that conflicts of interest may arise not only in the context of a transaction but also in situations where a director's personal interests, or the interests of a related person, personal friend, business associate, an entity in which a member holds an equity interest, employer, employee, or a significant creditor or debtor of the director, could reasonably be expected to exert an influence on the director's judgment regarding general Baskets of Care, Inc. matters and/or impair his or her ability to act in Baskets of Care, Inc.'s best interests.

It is important to note that a "conflict of interest" exists if a decision could be influenced (i.e., perceived conflict of interest); it is not necessary that influence actually take place.

2. Procedures for Identifying and Addressing Conflicts of Interest

1. The following procedures shall be followed when a conflict of interest arises with respect to any director:
 - a. The director must promptly make full disclosure of the conflict of interest to the qualified directors of the board. The director must disclose (a) the existence and nature of the director's conflict of interest and (b) all facts known to him or her regarding the subject matter of the transaction or situation that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction or how to deal with the situation.
2. For purposes of this policy, a "qualified director" means any director who does not have either (a) a conflict of interest with respect to the transaction or situation, or (b) a familial, financial, professional, or employment relationship with a second director who does have a conflict of interest with respect to the transaction or situation, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction or situation.
3. The qualified directors will discuss the conflict of interest and, depending on the nature of the conflict of interest, vote on either (a) whether or not to continue the transaction at issue or (b) measures to address the situation at issue. Directors subject

to a conflict of interest shall not be permitted to be present or to participate in the deliberations or vote of the qualified directors with respect to such conflict of interest. Recusal of the director shall require such director to physically remove himself or herself from a meeting, conference call, e-mail, listserv, or any other electronic communications.

4. The conflict of interest transaction or situation shall be approved only upon the affirmative vote of a majority of those qualified directors on the board or on a duly empowered committee of the board (who voted on the transaction after required disclosure to them); provided, that action by a committee is effective only if (a) all committee members are qualified directors, and (b) committee members are either all the qualified directors on the board or are appointed by the affirmative vote of a majority of the qualified directors on the board. A majority of all the qualified directors on the board, or on the committee, constitutes a quorum for purposes of the vote described above.
5. When a conflict exists, resolution of the matter may include (a) approving or disapproving any transaction or situation at issue; (b) requiring the director to remove himself or herself from positions in which the conflict of interest exists until there is no longer a conflict; or (c) requiring the director to discontinue, reduce, or modify his or her participation in the board, committees, or task forces where the conflict exists.
6. In addition to the procedures described above, directors have an obligation to address any perceived conflict of interest of other directors if they are aware of such conflicts with respect to matters pertaining to Baskets of Care, Inc.

3. Acknowledgment and Annual Disclosure

Directors will receive this Conflict-of-Interest Policy and Procedures and shall be required to sign and date the policy disclosure form at the beginning of their term of service. Directors also shall be required to sign and update the policy disclosure form at the beginning of each calendar year. Failure to update or sign the policy disclosure form, however, does not nullify a director's obligations under this policy.

ANNUAL STATEMENT CONCERNING POSSIBLE CONFLICT OF INTEREST

The undersigned acknowledges receipt of a copy of Baskets of Care, Inc.'s Conflict of Interest Policy and Procedures for Directors.

By my signature affixed below, I acknowledge my agreement with the spirit and intent of these policies and, I agree to report to the chief executive of the organization any possible conflicts (other than those stated below) that may develop before completion of the next annual statement.

_____ I am not aware of any conflict of interest.

_____ I do or may have a conflict of interest in the following area(s):

Name: _____ Date: _____

Signature: _____