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EMPATH ELDER SERVICES DIVISION,
INC.

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ARTICLES OF INCORPORATION

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OF

EMPATH ELDER SERVICES DIVISION, INC.

SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned hereby associate themselves to form a corporation for scientific, educational, and charitable purposes under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME AND DURATION**

1. The name of the corporation shall be Empath Elder Services Division, Inc., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. Empath Elder Services Division, Inc. may hereinafter be referred to as the "Corporation."

2. The corporate existence of this Corporation shall begin on the date the certificate of incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.

3. The principal office and place of business of the Corporation shall be located at 5955 Rand Blvd., Sarasota, Sarasota County, Florida, although the Corporation may maintain offices elsewhere.

**ARTICLE II
PURPOSE**

The purpose of which the Corporation is organized is to operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"). The specific nature and purposes of the Corporation shall be to provide health care services for patients and families in the communities in which it serves, which shall include, but not be limited to the following purposes:

- (i) to provide medical and non-medical services to those elderly and handicapped persons who are in need of assistance through the operation of a Program of All-Inclusive Care for the Elderly, as defined in Florida Statutes Section 430.707 and Public Law 105-33, in Florida ("PACE Program");
- (ii) to advance the accessibility and quality of the services provided by the PACE Program; and
- (iii) to improve the health of the elderly population in Florida through the PACE Program.

The Corporation shall have all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act to effectuate its purposes.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, other 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 provisions of this Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE III MEMBERS

The sole member of the Corporation shall be Empath-Stratum, Inc., a Florida not for profit corporation (the "Member").

ARTICLE IV BOARD OF TRUSTEES

The affairs and business of the corporation shall be conducted by a Board of Trustees of the Corporation of not less than three (3) members and no more than a number as set pursuant to the Bylaws of the Corporation. The Board of Trustees shall be appointed in accordance with the provisions of the Bylaws of the Corporation. The Board of Trustees shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the Corporation. The Board of Trustees shall initially consist of the following individuals:

Saida Bouhamid
5955 Rand Blvd.
Sarasota, FL 34238

Jonathan D. Fleece
5955 Rand Blvd.
Sarasota, FL 34238

Rafael Sciuillo
5771 Roosevelt Blvd.
Suite 610
Clearwater, FL 33760

ARTICLE V AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended only by the approval of the Member and a majority of the Board of Trustees at the regular annual meeting or at a special meeting called for that purpose. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE VI INDEMNIFICATION OF TRUSTEES AND OFFICERS

Every person who is or has been a Trustee or Officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her's being or having been a Trustee or Officer of this Corporation whether or not he/she continues to be a Trustee or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the Corporation itself. However, no such Trustee or Officer shall be so indemnified with respect to, any matter as to which such Trustee or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her's duties as a Trustee or Officer. The Corporation may settle any litigation against a Trustee or Officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Trustee or Officer may be entitled as a matter of law.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed as determined by the Board of Trustees for the exclusive use and benefit of the of a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto. Upon dissolution of the Corporation, none of the assets shall be distributed to any Trustee or Officer of the Corporation.

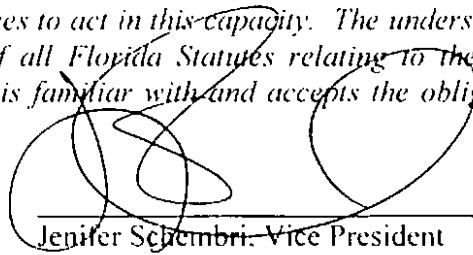
ARTICLE VIII REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT ACCEPTANCE

The name and address of the registered agent of the Corporation is:

Blalock Walters, P.A.
802 11th Street West
Bradenton, Florida 34205

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the

appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.



Jenifer Schembri, Vice President

**ARTICLE IX
INCORPORATORS**

The name and address of the incorporators of these Articles of Incorporation shall be:

Alan Weldy
5955 Rand Blvd.
Sarasota, FL 34238



Alan Weldy

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