

PO7000009592

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

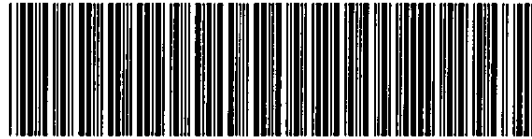
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200084602792

01/22/07--01042--011 **78.75

2007 JAN 22 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CS. 1-23

FILED

2007 JAN 22 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Senior Assist Homecare Consultants, Inc

KNOWN ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

**ARTICLE I
NAME**

The name of the Corporation shall be Senior Assist Homecare Consultants, Inc.

**ARTICLE II
EFFECTIVE DATE**

The date of corporate existence shall be as soon as these articles are filed with the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which may be issued by this Corporation is Ten Thousand (10,000) shares of common stock, one dollar (\$1.00) par value.

**ARTICLE IV
PREEMPTIVE RIGHTS**

Each shareholder of any class of stock of the Corporation is entitled to full preemptive rights to purchase any unissued shares of stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued shares of stock; provided, however, each shareholder will have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE V
DURATION**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI
PRINCIPAL OFFICE**

The mailing and principal office of this Corporation shall be
5328 Spectacular Bid Drive
Wesley Chapel, FL 33544

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than two (2) members, as fixed from time to time by the By-Laws of the Corporation. The Corporation shall have two (2) Directors initially. The name and street address of the member of the first Board of Directors of this Corporation, who shall hold office until his successor is elected and qualified, is:

NAME	ADDRESS
David A Deagle	5328 Spectacular Bid Drive Wesley Chapel, FL 33544
Thomas L Bruns	4520 LaSalle Avenue S St. Cloud, FL 34772

**ARTICLE VIII
OFFICERS**

The officers of the Corporation shall be elected by the Board of Directors of the Corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made thereto, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

The name and address of the initial officer of this Corporation, who shall hold office until his successors are elected and qualified, is:

NAME	& ADDRESS	TITLE
David A. Deagle	5328 Spectacular Bid Dr Wesley Chapel, FL 33544	President/Secretary
Thomas L Bruns	4520 LaSalle S St. Cloud, FL 34772	Vice-President/Treasurer

**ARTICLE IX
ADDITIONAL POWERS**

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the Corporation shall not prevent and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.
3. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto.
4. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the Corporation to be a Director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the Corporation, and the date of such meeting may be changed from time to time as the By-Laws provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.
7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation; provided, however, that any amendment to Article IV shall require approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and

non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE X INDEMNIFICATION

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XI RELATED PARTY TRANSACTIONS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is a member, stockholder, Director or officer, or are members, stockholders, Directors, or officers of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or parties to, or are interested in such contract, act or association or corporation; and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII REGISTERED AGENT AND OFFICE

The registered agent shall be David A. Deagle and the registered office address for the above named registered agent is 5328 Spectacular Bid Drive, Wesley Chapel, FL 33544.

**ARTICLE XIII
INCORPORATOR**

FILED
2007 JAN 22 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the incorporator of these Articles of Incorporation is David A Deagle, 5328 Spectacular Bid Drive, Wesley Chapel, FL 33544.

IN EXECUTION HEREOF, I have hereunto set my hand and seal, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, This 11th Day of January, 2007


David A Deagle, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement is designating the registered office/registered agent, in the State of Florida.

That Senior Assist Home Care, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named David A Deagle, 5328 Spectacular Bid Drive, Wesley Chapel, FL 33544 as its agent to accept service of process within this state.

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

1/12/2007
Date


David A Deagle, Registered Agent