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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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July 6, 1999

ELINOR E. BAXTER  
EVAN N. BERLIN  
JOHN E. BROWN\*  
H. JACK KLINGENSMITH  
STUART JAY LEVINE  
TASO M. MILONAS\*\*  
ALAN M. ORAVEC\*\*\*  
LEIGH E. THOMAS

VIA UPS NEXT DAY AIR

Secretary of State  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, Florida 32399

900002926429  
-07/08/99--01000000  
\*\*\*122.50 \*\*\*78.75

98000-001

\* Board Certified Real Estate Attorney  
\*\* Board Certified Tax Attorney  
\*\*\* Board Certified Health Law Attorney  
\*\*\*\* Certified Circuit Court Mediator

Re: Together at Home Services, Inc. – Articles of Incorporation

Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and a check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us via overnight mail in the envelope provided.

Thank you for your attention to this matter.

Sincerely yours,

*Linda Moody*  
Linda Moody, Legal Assistant to  
Leigh E. Thomas

LET/lm  
Enclosures

LET/98000-001/Secretary of State.Articles

7/14/99  
MM

**ARTICLES OF INCORPORATION**  
**OF**  
**TOGETHER AT HOME SERVICES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name

The name of this corporation is TOGETHER AT HOME SERVICES, INC.

**ARTICLE II**

Date of Subscription

The date when corporate existence shall commence shall be the date of filing of these articles by the Florida Secretary of State, and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

Nature of Business

The corporation is organized as a for profit corporation under Chapter 607, Florida Statutes, for the following purposes:

- (a) To manage, control, cooperate, govern, construct, reconstruct, repair and lease health related support facilities and/or services.

(b) To establish and operate a home companion services organization for the purposes of furnishing home companion services and related activities for those suffering from illness, disease, injuries or disabilities.

(c) To participate in any managed care activity designed and carried on to promote the general health of the citizens of the State of Florida.

(d) To engage in any other lawful business authorized pursuant to Chapter 607 of the Florida Statutes.

#### **ARTICLE IV**

##### **Powers**

The corporation shall have power:

(a) To have perpetual succession by its corporation name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V**

### **Capital Stock**

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Suite 900, Sarasota, Florida 34236 and the name of its initial registered agent at such address is Leigh E. Thomas.

## **ARTICLE VII**

### **Directors**

The corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that

the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

Jake Aslanian, M.D.	4370 So. Tamiami Trail, Suite 151 Sarasota, Florida 34231
L. Scott Permesly, M.D.	2445 Bee Ridge Rd. Sarasota, Florida 34239
Frederic L. Monosiet, M.D.	5500 Bee Ridge Rd. Sarasota, Florida 34233
Masood Z. Rehmani, M.D.	6075 Rand Blvd., Suite 1 Sarasota, Florida 34238
Matthew J. Edlund, M.D.	41 South Tamiami Trail Sarasota, Florida 34239

## **ARTICLE VIII**

### **Incorporator**

The name and street address of the incorporator signing these articles of incorporation are: L. SCOTT PERMESLY, M.D., 2445 Bee Ridge Road, Sarasota, Florida 34239

## **ARTICLE IX**

### **Special Provisions**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

## **ARTICLE X**

### **Indemnification**

The corporation shall be permitted to indemnify any director or officer or any former director or officer, to the full extent permitted by law.

## **ARTICLE XI**

### **Preemptive Rights**

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

## **ARTICLE XII**

### **Removal of Directors**

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

## **ARTICLE XIII**

### **Amendment**

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this corporation present at any meeting duly called and convened.

**ARTICLE IVX**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

1253 South Tamiami Trail  
Sarasota, Florida 34239

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of  
incorporation on June 13<sup>th</sup>, 1999.

  
\_\_\_\_\_  
L. SCOTT PERMESLY, M.D.

### ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Leigh E. Thomas, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 8<sup>th</sup> day of June, 1999.

Leigh E. Thomas  
Leigh E. Thomas

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