

To: +1 (850) 205-0381
Subject: 000177.644

From: Ricky Soto

Monday, February 26, 2007 4:53 PM Page: 1 of 5

H07000002020

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

PAGE HEALTHCARE, INC.

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H07000051770 3

**ARTICLES OF INCORPORATION
OF
PAGE HEALTHCARE, INC.**

Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act (the "Act"), as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation (hereinafter called "Corporation") is Page Healthcare, Inc., and its initial principal office is located at 2310 North Airport Road, Ft. Myers, Florida 33907.

ARTICLE II
DURATION

The term of this Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

ARTICLE III
PURPOSE AND POWERS

The Corporation is a nonprofit organization organized exclusively for charitable purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the Corporation is organized and operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of All About Home Care Inc., Shady Rest Care Pavilion, Inc., and Shady Rest Foundation, Inc., all of which are Florida not for profit corporations organized for charitable purposes within the meaning of Section 501(c)(3) of the Code and as other than private foundations as described in Section 509(a)(1) or Section 509(a)(2) of the Code, and any other corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Code and as other than a private foundation as described in Section 509(a)(1) or Section 509(a)(2) of the Code for which the Corporation serves as the sole member.

ARTICLE IV
REGISTERED AGENT

The initial registered office is located at 2310 North Airport Road, Ft. Myers, Florida 33907 and Weston R. Edwards of such address is the initial registered agent.

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H07000051770 3

ARTICLE V
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 the Third Article hereof. No substantial part of the activities of the Corporation shall be the carrying on of 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these 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(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes to such Section 501(c)(3) organizations, as said Court shall determined, which are organized and operate exclusively for such purposes.

ARTICLE VII
DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

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Monday, February 26, 2007 4:53 PM Page: 4 of 5

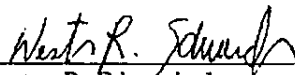
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ARTICLE VIII
INCORPORATOR

The name and address, including street and number of the incorporator is as follows:

Weston R. Edwards
2310 North Airport Road
Ft. Myers, Florida 33907.

IN WITNESS WHEREOF, the incorporator of this corporation has executed these
Articles of Incorporation on this 23 day of February, 2007.


Weston R. Edwards, Incorporator

H07000051770 3

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of Page Healthcare, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

By: Weston R. Edwards
Weston R. Edwards

Dated: February 23, 2007

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