

316967

Florida Department of State
Division of Corporations
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Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CSI CATALANO'S NURSES REGISTRY, INC.**

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October 14, 2024

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CSI CATALANO'S NURSES REGISTRY, INC.

10451 NW 117TH AVENUE

SUITE 110

MIAMI, FL 33178US

SUBJECT: CSI CATALANO'S NURSES REGISTRY, INC.

REF: 316967

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Both documents needs to be titled Restated Articles or Amended and Restated Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tammi Cline

Regulatory Specialist II Supervisor

FAX Aud. #: H24000343912

Letter Number: 224A00022702

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

CSI CATALANO'S NURSES REGISTRY, INC.

October 14, 2024

Pursuant to the Florida Business Corporation Act (as the same exists or may hereafter be amended, the "Act"), the undersigned, being the sole shareholder of CSI Catalano's Nurses Registry, Inc. (the "**Corporation**"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, as amended, does hereby certify:

WHEREAS, the Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 23, 1967;

WHEREAS, these Amended and Restated Articles of Incorporation were adopted by the Corporation's shareholders and the number of votes cast for the amendment by the shareholders were sufficient for approval.

RESOLVED, the text of the Amended and Restated Articles of Incorporation is hereby approved, amended and restated as set forth in full and shall supersede the Articles of Incorporation.

**ARTICLE I
Entity Name and Type**

The name of the corporation is CSI Catalano's Nurses Registry, Inc.

**ARTICLE II
Nature of Business**

The purpose of the Corporation is to transact any business, to engage in any lawful act or activity and to exercise all powers for which corporations may be organized under the Act. The Corporation shall have the power and authority to do any and all acts necessary or convenient to or in furtherance of said purposes, including all power and authority, statutory or otherwise, possessed by, or which may be conferred upon, corporations under the laws of the State of Florida.

**ARTICLE III
Authorized Shares**

This Corporation is authorized to issue 100 shares of one dollar (\$5.00) par value common stock.

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ARTICLE IV
Term of Existence

This Corporation is to exist perpetually.

ARTICLE V
Principal Office and Mailing Address

The principal office and the mailing address of the Corporation are 33 S. State St., Fifth Floor Chicago, IL 60603.

ARTICLE VI
Registered Office and Registered Agent

The address of the registered office of the Company in the State of Florida, and the name and address of the registered agent of the Company for service of process on the Company in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301 Leon County.

ARTICLE VII
Subscribers

The names and addresses of the subscribers are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------------|---------------------------------------------------|
| Caregiver Services, Inc. | 33 S. State St., Fifth Floor Chicago, IL 60603 |

ARTICLE VIII
Directors

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws but shall never be less than one (1).

The names and address of the initial directors of this Corporation are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---------------------------------------------------|
| Ryan McGroarty | 33 S. State St., Fifth Floor Chicago, IL 60603 |
| Joseph Bonaccorsi | 33 S. State St., Fifth Floor Chicago, IL 60603 |

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ARTICLE IX Officers

The officers of the Corporation shall be any such titles as may be provided by the bylaws. The officers shall be replaced and appointed pursuant to the bylaws. The names of the persons who are to serve as officers of the corporation are:

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|---------------------|---------------------------------------|---------------------------------------------------|
| Raymond Smithberger | President and Chief Executive Officer | 33 S. State St., Fifth Floor Chicago, IL 60603 |
| Ryan McGroarty | Chief Financial Officer | 33 S. State St., Fifth Floor Chicago, IL 60603 |
| Joseph Bonaccorsi | Chief Legal Officer and Secretary | 33 S. State St., Fifth Floor Chicago, IL 60603 |

ARTICLE X Limitation of Liability

To the fullest extent permitted under the Act and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, action or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 706.0831(1) of the Act (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the Act and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the Act (or a successor provision of such law) as the same exists or may hereafter be amended. If the Act is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the Act, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE XI Indemnification

The Corporation shall indemnify, advance expenses and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he or she, or a person for whom he or she is the personal or legal representative, heir, or executor, is or

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was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person, *provided, however*, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any Covered Person in connection with any suit, action or proceeding (or part thereof) initiated by such Covered Person unless such suit, action or proceeding (or part thereof) was authorized or consented to by the Board of Directors. Any amendment, repeal or modification of this Article XI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights to indemnification and to the advancement of expenses conferred in this Article XI shall not be exclusive of any other right that any person may have or hereafter acquire under these Articles (as now or hereafter in effect), the Bylaws (as now or hereafter in effect), any statute, agreement, vote of shareholders or disinterested directors, or otherwise.

ARTICLE XII Bylaws

Subject always to such bylaws as may be adopted from time to time by the Corporation's shareholders, the Board of Directors is expressly authorized to adopt, alter, amend and repeal the Bylaws, but any bylaw adopted by the Board of Directors may be altered, amended or repealed by the shareholders. The Bylaws or any particular bylaw may fix a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Act.

ARTICLE XIII Amendments

These Articles of Incorporation may be amended or restated by the shareholders entitled to vote.

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CAREGIVER SERVICES, INC.

Signed by: Joe Bonaccorsi
By: 3D1137F541FB4DC...
Name: Joe Bonaccorsi
Title: Chief Legal Officer and Secretary

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