

F06 000007302

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

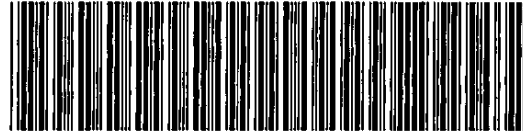
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800080985298

11/14/06--01051--001 \*\*78.75

FILED  
06 NOV 22 PM 12: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE NOV 22 2006

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** In-motion - Rehab, Inc.  
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Sarah Feb.  
(Name of Person)

Adventist Health System  
(Firm/Company)

111 N. Orlando Ave.  
(Address)

Winter Park, FL 32789  
(City/State and Zip Code)

For further information concerning this matter, please call:

Sarah Feb at (407) 975-1494  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

↓ already on file w/SOS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 15, 2006

SARAH FEB  
ADVENTIST HEALTH SYSTEM  
111 N ORLANDO AVENUE  
WINTER PARK, FL 32789

SUBJECT: REHAB-IN-MOTION, INC.  
Ref. Number: W06000050061

*Change name to  
In-motion-Rehab, Inc.*

We have received your document for REHAB-IN-MOTION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, and Inc.

*Use original  
resolution*

A brief description of the entity's nature of business must be included in the document.

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) 245-6933.

Dale White  
Document Specialist

Letter Number: 406A00066886

RECEIVED  
06 NOV 22 PM 12:27  
CORPORATIONS DIVISION



CERTIFICATE OF RESOLUTION  
OF  
BOARD OF DIRECTORS  
OF  
ADVENTIST HEALTH SYSTEM/SUNBELT, INC.

I, Ariel De Prada, an Assistant Secretary of Adventist Health System/Sunbelt, Inc. ("Sunbelt"), hereby certify that at a duly called and convened meeting held in Orlando, Florida, on August 16, 2006, at which a quorum was present, the Board of Directors of Sunbelt approved the attached resolution.

The aforementioned resolution has not been amended or repealed since its adoption.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Ariel De Prada, and affixed the seal of Adventist Health System/Sunbelt, Inc., pursuant to corporate authority bested in me, this 21st day of November, 2006.

A handwritten signature in cursive script, appearing to read "Ariel De Prada". The signature is written in black ink and is positioned above a horizontal line.

Ariel De Prada, Assistant Secretary

RESOLUTIONS  
OF  
SHAWNEE MISSION HEALTH CARE, INC.  
SUNBELT LEASING AND MANAGEMENT SERVICES, INC. ("SLMS")  
AND  
SUNBELT HEALTH CARE CENTERS, INC. ("SHCC")  
INCLUDING  
THE FOLLOWING SHCC SUBSIDIARIES:

ADVENTIST HEALTH SYSTEM/TEXAS, INC.  
MID-SOUTH NURSING HOMES, INC.  
ROLLINS BEDFORD CORPORATION  
SHCC SERVICES, INC.  
SUNBELT LIVING CENTER/APOPKA, INC.  
SUNBELT LIVING CENTER/EAST ORLANDO, INC.

WHEREAS, over the course of several months, the leadership of Sunbelt Health Care Centers, Inc. ("SHCC") has reviewed the current structure and composition of those not-for-profit corporations dedicated to supporting and providing nursing home services within the geographical areas served by Adventist Health System (each an "Affiliate" and collectively "Nursing Home Division");

WHEREAS, as an outgrowth of the study, leadership is recommending that the sole Stockholder (as to SLMS), the Membership and the Board of Directors of the respective Affiliate adopt certain enabling actions that will result in the restructuring of the current Affiliates comprising the Nursing Home Division, including, but not limited to:

- The formation of one or more new not for profit corporations (each a "New Affiliate") to own or operate an asset (including personnel) of the Nursing Home Division;
- The dissolution and/or merger of one or more Affiliates with another Affiliate or a New Affiliate designated to assume responsibility for the ownership and/or operation of a specific nursing home and/or asset;
- The acquisition of certain assets currently used in association with the operation of a nursing home (e.g., Adventist Care Centers Courtland) owned by an Adventist Health System organization that is not part of the Nursing Home Division; and
- A simplification of the legal structure of each Affiliate to reflect more clearly the operations of each nursing home and the responsibility of the nursing home's administrative and line-staff for

the day-to-day decision-making affecting the operations of the facility and the patient care rendered therein;

WHEREAS, in order to foster the further development and expansion of the mission of the Nursing Home Division, the leadership is recommending that the Membership and the respective Board of Directors' authorize each Affiliate/New Affiliate to distribute (as permitted under applicable law) excess cash (consistent with commercially reasonable guidelines) to a New Affiliate, which New Affiliate will be dedicated to expanding (e.g., acquisition of new facilities) and fostering at currently owned facilities the mission of the Nursing Home Division; and

WHEREAS, in recognition that certain "back office" functions (e.g., accounting, purchasing, reimbursement, payroll, etc.) may be able to be provided more efficiently and economically on a centralized basis versus locally, the leadership is recommending that SHCC (or its designee) offer Affiliates/New Affiliates service contracts for the performance of "back office" functions;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

AUTHORIZE AND APPROVE the leadership of SHCC to design and implement a re-organization plan for the Nursing Home Division within the broad parameters set forth in these Resolutions, with the understanding that the structure, as implemented, will be reported to the Board of Directors at the November 2006 (or if appropriate, February 2007) meeting; and

FURTHER AUTHORIZE AND APPROVE the leadership to take all actions inherent in these Resolutions, including but not limited to: (i) filing appropriate documents with one or more state governments including but not limited to documents obtaining licenses for the nursing homes, forming New Affiliates, filing merger and/or dissolution documents, and completing and filing all documents necessary to seek sales tax exemption, ad valorem tax exemption, and exemption from franchise/excise tax; (ii) seeking denominational approval from the General Conference of Seventh-day Adventists ("General Conference") to include New Affiliates as subordinate organizations under the group ruling granted by the Internal Revenue Service to the General Conference and applying for participation in AHRP; (iii) authorizing the Chairman of the Board of Directors of SHCC to appoint the members of the Board of Directors of

each New Affiliate; (iv) filing appropriate documents with the federal government to participate in federal payor programs, including Medicare and Medicaid; (v) transferring line employees to the payroll of the nursing home employing the workers; (vi) authorizing and transferring distributions to the New Affiliate dedicated to expand the mission of the Nursing Home Division; (vii) offering and executing service contracts; (viii) establishing a New Affiliate dedicated to offering therapy services to certain New Affiliates/Affiliates located in Florida, Kansas and Texas (among other states); and (ix) transferring certain leadership personnel to a New Affiliate, which, in turn, will lease the appropriate employees to the New Affiliate/Affiliate where the worker is dedicated to provide services; and

FURTHER AUTHORIZE AND APPROVE the leadership to execute such documents, including certificates, acknowledging the adoption of these Resolutions to such parties as the leadership may designate from time to time.

Dated this 16 day of August, 2006.

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. In-Motion-Rehab, Inc.  
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Kansas 3. 20-5737645  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/6/06 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None  
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 9700 West 62nd St., Merriam, Kansas 66203  
(Principal office address)  
111 N. Orlando Ave, Winter Park, FL 32789  
(Current mailing address)
8. Purposes outlined in attached Articles. Services  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Sarah Feb

Office Address: 111 N. Orlando Ave.

Winter Park, Florida 32789  
(City) (Zip Code)

FILED  
06 NOV 22 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Sarah Feb  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.



12. Names and addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Robert Henderschedt  
Address: 111 N. Orlando Avenue  
Winter Park, Florida 32789

FILED  
06 NOV 22 PM 12: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Gary Skilton, Director & Assistant Secretary  
Address: 111 N. Orlando Avenue  
Winter Park, Florida 32789

Director: Donald Jernigan  
Address: 111 N. Orlando Avenue  
Winter Park, Florida 32789

**B. OFFICERS**

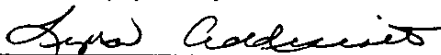
President: Michelle Fetters  
Address: 602 Courtland Street  
Orlando, Florida 32804

Vice President: ADDITIONAL INFORMATION ATTACHED  
Address: \_\_\_\_\_

Secretary: Thomas Evans  
Address: 3978 Memorial Drive Decatur, Georgia 30032

~~Secretary~~: Assist. Secretary: Lynn Addiscott  
Address: 111 N. Orlando Avenue, Winter Park, Florida 32789

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lynn Addiscott, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

Directors - Sunbelt Health Care Centers, Inc. (C876) member of Rehab-*IN* History | Add | Print |

*Motion, Inc.*

Directors(Person,Company)  Outsider Directors  Both

Board Dir./Off.	Name	Title	Last Elected	Term Expires	
Board Dir./Officers	Evans, Thomas G.	Director	08/17/2005	8/31/2009	<input checked="" type="checkbox"/>
	Fetters, Michelle	Director	08/17/2005	8/31/2007	
	Hagele, Elaine	Director	06/08/2006	8/31/2009	
	Henderschedt, Robert R.	Director	08/17/2005	8/31/2009	
	Henderschedt, Robert R.	Chairman	08/17/2006	8/31/2008	
	Jernigan, Ph.D., Donald L.	Director	06/08/2006	8/31/2009	
	Johnson, Sandra K.	Director	08/17/2005	8/31/2007	
	Knutson, Deryl J.	Director	08/17/2005	8/31/2007	
	Rathbun, Paul C.	Director	08/17/2005	8/31/2007	
	Reiner, Richard K.	Director	08/17/2005	8/31/2009	
	Schultz, Michael	Director	06/08/2006	8/31/2009	
	Shaw, Terry D.	Director	08/17/2005	8/31/2007	
	Skilton, Gary C.	Director	08/17/2005	8/31/2009	
	Weber, Peter M.	Director	08/17/2005	8/31/2007	

Officers

History | Batch | Add |

Appointed or Elected  Cross Officers  Outsider  All

CORPORATE OFFICERS	Title	Last Elected	Term Expires		
Addiscott, Lynn C.	Assistant Secretary	08/17/2006	8/31/2008	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Black, L. Mark	Assistant Secretary	08/17/2006	8/31/2008	<input checked="" type="checkbox"/>	<input type="checkbox"/>
De Prada, Ariel	Assistant Secretary	08/17/2005	8/31/2007	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Evans, Thomas G.	Secretary	02/23/2006	2/22/2008	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Fetters, Michelle	President	08/17/2006	8/31/2008	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Shaw, Terry D.	Assistant Secretary	08/17/2005	8/31/2007	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Skilton, Gary C.	Assistant Secretary	08/17/2005	8/31/2007	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Cross Officer Relationships

History | Add |

-- no data to report --

FILED  
06 NOV 22 PM 12: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF KANSAS  
OFFICE OF  
SECRETARY OF STATE  
RON THORNBURGH**

FILED

06 NOV 22 PM 12:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*To all to whom these presents shall come, Greetings:*

I, RON THORNBURGH, Secretary of State of the state of Kansas,  
do hereby certify that, according to the records of this office,

REHAB-IN-MOTION, INC.  
KANSAS NOT FOR PROFIT CORPORATION  
Business Entity ID Number: 3989530

was filed in this office on October 06, 2006 and has complied with the  
applicable provisions of the laws of the State of Kansas and on this date is in  
good standing and authorized to transact business or to conduct its affairs  
within this state.

Dated: 11/13/2006

**For Validation:**

Certificate ID: **55610**

To validate this certificate, visit the following  
web site, enter this certificate ID, then follow  
the instructions displayed.

<https://www.accesskansas.org/businessentity/validate.html>



Signed:

RON THORNBURGH  
SECRETARY OF STATE