

NOV 26 2007 11:22AM

TRENAM, KEMKER

J64706

NO. 9261

P. 1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 NOV 26 PM 3:06

FILED

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000285530 3))



H070002855303ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

*Astart
Trenam's
CC 11/26/07*

From:
Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A
Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 229-6553

034296 JAW

FOR AMND/RESTATE/CORRECT OR O/D RESIGN

BAYSHORE HEALTH & HOMEMAKER SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
2007 NOV 26 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
BAYSHORE HEALTH & HOMEMAKER SERVICES, INC.**

Bayshore Health & Homemaker Services, Inc., a corporation organized and existing under the laws of State of Florida, in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify that all existing provisions of the Articles of Incorporation shall hereby be deleted and replaced with the following restated Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

Bayshore Health & Homemaker Services, Inc.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock that this corporation is authorized to issue shall be 100,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

FILED
2007 NOV 26 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H07000285530 3)))

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The registered office of this corporation shall be located at 2430 West Bay Drive, Largo, Florida 33770, and the registered agent of this corporation at such office shall be Todd R. Atkinson. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of the following members, such members to hold office until his or her successor or successors have been duly elected and qualify. The names and street addresses of the directors are:

(((H07000285530 3)))

(((H07000285530 3)))

<u>Name</u>	<u>Address</u>
Thomas H. Atkinson	2430 West Bay Drive Largo, Florida 33770
Dianne H. Atkinson	2430 West Bay Drive Largo, Florida 33770
Todd R. Atkinson	2430 West Bay Drive Largo, Florida 33770
Suzanne A. Johnson	2430 West Bay Drive Largo, Florida 33770

ARTICLE VIII

Bylaws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended, or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

(((H07000285530 3)))

(((H07000285530 3)))

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment and Restatement of the Articles of Incorporation for the uses and purposes therein expressed on this 30 day of October, 2007.


TODD R. ATKINSON, President

CERTIFICATE

1. These Articles of Amendment and Restatement of the Articles of Incorporation contain an amendment to the Articles of Incorporation that requires shareholder approval. Accordingly, these Articles of Amendment and Restatement were approved by a unanimous joint written consent of the stockholders and the Board of Directors of this corporation as of the 30th day of October, 2007.

2. These Articles of Amendment and Restatement of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid.

Signed on this 30 day of October, 2007.


TODD R. ATKINSON, President

(((H07000285530 3)))