

Division of Corporations

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Division of Corporations
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From:

Account Name : STEWART, NALL, EVANS & HAFNER, P.A.
Account Number : I19990000118
Phone : (772) 231-3500
Fax Number : (772) 231-9876

LIMITED LIABILITY COMPANY

Around Town Companion Care, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEWART & EVANS, P.A.
ATTORNEYS & COUNSELORS AT LAW
3355 OCEAN DRIVE
VERO BEACH, FLORIDA 32983
(772) 231-3500

REBECCA F. EMMONS
RALPH L. EVANS
JOHN MITCHELL STEWART
WILLIAM J. STEWART

P. O. BOX 3345
VERO BEACH, FL 32984
Toll Free (866) 231-3500
Fax (772) 231-9878

January 12, 2004

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Around Town Companion Care

Dear Representative:

Enclosed for filing with your office are the original Articles of Organization for
Around Town Companion Care.

Thanking you in advance for your help and cooperation and should you have any
questions regarding this mater, please do not hesitate to contact me.

Sincerely yours,

Rebecca F. Emmons

Rebecca F. Emmons

RFE/cr
Enclosure:

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TALLAHASSEE, FL
SECRETARY OF STATE

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**ARTICLES OF ORGANIZATION
OF
AROUND TOWN COMPANION CARE, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby certifies these articles have been executed for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights and privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I - NAME

The name of the Limited Liability Company is: AROUND TOWN COMPANION CARE, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

585 32nd Avenue, S.W.
Vero Beach, FL 32963

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent is:

Rebecca F. Emmons, Esq.
Stewart & Evans, P.A.
3355 Ocean Drive
Vero Beach, FL 32963

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

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Acceptance of Designation of Registered Agent

The undersigned hereby accepts the designation of registered agent on behalf of **AROUND TOWN COMPANION CARE, LLC** and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 608.


Rebecca F. Emmons

ARTICLE IV - PURPOSES AND POWERS

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in non-medical care for senior citizens and others who require help with their basic activities of daily living.
2. In general, to carry on any and all incidental business; to have and to exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth herein to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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8. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth herein, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE V - LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the operating agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by the following Managers who shall be members. The names and addresses of the managing-members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

Debbie Herman
585 32nd Avenue, S.W.
Vero Beach, FL 32968

ARTICLE VII - TRANSFER OF MEMBERSHIP INTERESTS

A member's interest is assignable in whole or in part. The assignee of a member's interests shall become a member of the company, upon assignment, and to the extent assigned, shall have the rights and powers, and is subject to the restrictions and liabilities, of the assigning member under these articles of organization, the company's operating agreement, and Florida law; and to share in such profits and losses, to receive such distribution or distributions and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which the assigning member was entitled, to the extent assigned.

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STEWART & EVANS
FAX 772-231-9876

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ARTICLE VII - MEMBERSHIP CERTIFICATES

The company may, but is not obligate to, issue certificates of membership interest.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of Around Town Companion Care, LLC.

Executed at Vero Beach, Indian River County, Florida on ~~December 2, 2003~~ *January 7, 2004*.

Debbie Herman
Debbie Herman

Rick Herman
Rick Herman

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

January 2004 The foregoing instrument was acknowledged before me this 7th day of ~~December, 2003~~, by Debbie Herman and Rick Herman, who are personally known to me or who have produced _____ as identification.

Charlotte A. Lyons
Notary Public
Name: CHARLOTTE A. LYONS
State of Florida
My Commission Expires: _____



Charlotte A. Lyons
My Commission # DD51630
Expires August 20, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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