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Florida Department of State
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**LLC REGISTERED AGENT CHANGE
CARE SOUTH HHA HOLDINGS OF PANAMA CITY, LLC**

Certificate of Status	0
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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 605.0114 or 605.0116, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: CARESOUTH HHA HOLDINGS OF PANAMA CITY, LLC

2. (a) 239 Southwood Drive PANAMA CITY, FL 32405 (b) P.O. BOX 200
Principal office address of limited liability company: (Note: MUST BE STREET ADDRESS)
Mailing address of limited liability company: (Note: MAY BE POST OFFICE BOX)
PANAMA CITY, FL 32405 AUGUSTA, GA 30903-0200

3. 10/27/2005 Date of filing/registration in Florida 4. L05000105505 Document number

5. (a) REGISTERED AGENT SOLUTIONS, INC.
Registered Agent and Registered Office shown on the records of the Florida Dept. of State:
155 OFFICE PLAZA DRIVE, SUITE A

Registered Office Address (MUST BE FLORIDA STREET ADDRESS)
TALLAHASSEE, FL 32301

(b) CT Corporation System
Enter name of NEW Registered Agent and/or NEW Registered Office address:
NEW Registered Office Address:
1200 South Pine Island Road
Plantation, FL 33324

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If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Signature of a member or authorized representative of a member

Emily Lieberman
Printed or typed name of signee

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

By: C T Corporation System [Signature]
Signature of Registered Agent

Division of Corporations • P.O. Box 6327 • Tallahassee, FL 32314
FILING FEE: \$25.00

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT HealthSouth Home Health Holdings, Inc. ("HealthSouth"), a corporation incorporated under the laws of the state of Delaware and the direct or indirect owner of the subsidiary entities shown on Schedule A attached hereto, does hereby appoint Jennifer Kurtz, Melissa Nolan, Emily Lieberman and Nathan Giffin, employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the corporation to act for the corporation and in the corporation's name for the limited purposes authorized herein.

The corporation and the subsidiary entities listed, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation, as directed and authorized by the corporation.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Jennifer Kurtz, Melissa Nolan, Emily Lieberman and Nathan Giffin shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the undersigned

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this October 5th, 2015

HealthSouth Home Health Holdings, Inc.
A Delaware Corporation

By: *John P. Whittington*
Name: John P. Whittington
Title: Vice President

State of Alabama
County of Jefferson

On Oct 5, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared John P. Whittington, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.

Karen E. Corlee
Karen E. Corlee, Notary Public
Commission Expires: 11-5-2016

EXHIBIT A

CareSouth Health System, Inc.
CareSouth HHA Holdings, LLC
CS Health & Wellness
CareSouth Private Duty Holdings, LLC
CareSouth Hospice, LLC
CareSouth Private Duty of Georgia, LLC
CareSouth Private Duty of South Carolina, LLC
CareSouth HHA Holdings of Dothan, LLC
CareSouth HHA Holdings of Valley, LLC
CareSouth HHA Holdings of Washington, LLC
CareSouth HHA Holdings of Gainesville, LLC
CareSouth HHA Holdings of Columbus, LLC
CareSouth HHA Holdings of Middle Georgia, LLC
CareSouth HHA Holdings of Richmond, LLC
CareSouth HHA Holdings of Lexington, LLC
CareSouth HHA Holdings of Winchester, LLC
CareSouth HHA Holdings of South Carolina, LLC
CareSouth HHA Holdings of Panama City, LLC
CareSouth HHA Holdings of Tallahassee, LLC
CareSouth HHA Holdings of Virginia, LLC
CareSouth HHA Holdings of Western Carolina, LLC
CareSouth HHA Holdings of the Bay Area, LLC
CareSouth HHA Holdings of the Treasure Coast, LLC
CareSouth HHA Holdings of North Florida, LLC
CareServices of the Treasure Coast, LLC
CareServices of Bethesda, LLC
CareSouth HHA Holdings of Greensboro, LLC