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FLORIDA/FOREIGN LIMITED LIABILITY CO.

HPH Assisted Living, LLC

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**ARTICLES OF ORGANIZATION**

**OF**

**HPH ASSISTED LIVING, LLC**

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The undersigned person, acting as the organizer of HPH ASSISTED LIVING, LLC (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I. NAME AND ADDRESS**

The name and address of the Company is: HPH ASSISTED LIVING, LLC, 12107 Majestic Blvd., Hudson, FL 34667, but it shall have the power and authority to establish branch offices at other locations, as the Members may designate.

**ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE**

The existence of the Company will commence on filing and shall exist in a manner provided by law, or as provided in the Operating Agreement adopted by the Member.

**ARTICLE III. PURPOSE**

The Company is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law. More specifically, the Company is organized for the purpose of owning and operating an assisted living facility for the elderly that will have a rate structure requiring the Company to maintain and continue the residence of its patients who are no longer able to pay for services of the Company. The Company will be an integral part of a continuum of personal care for the elderly and disabled and dying through its relationship to other entities which are exempt within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV: RESTRICTIONS ON CORPORATE POWERS**

The Company shall possess all powers granted to not for profit entities under the laws of the State of Florida and shall be subject to all restrictions imposed upon such entities. In addition thereto, the following restrictions shall pertain:

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No part of the net earnings of the Company shall inure to the benefit of or be distributable to its Members, officers or other private persons except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Company shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a not for profit entity under Florida law.

Interests in the Company other than Membership interests and the assets of the Company may only be transferred to a nonmember other than a section 501(c)(3) organization or governmental unit or instrumentality for fair market value.

#### **ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Company is 6645 Ridge Road, Port Richey, FL 34668, and the name of the Company's initial registered agent at that address is Alfred W. Torrence, Jr.

#### **ARTICLE VI. MEMBER**

Any Member of the Company is required to be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended and no membership interest shall be transferable, directly or indirectly, to a transferee other than a section 501(c)(3) organization or governmental unit or instrumentality. The initial sole Member shall be Hernando-Pasco Hospice, Inc.

In the event a Member ceases to be exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, said Member's interest shall be subject to forced sale to an entity that is exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended not later than 90 days after said Member's exemption is revoked.

#### **ARTICLE VII. MANAGEMENT OF COMPANY**

The business of the Company shall be managed by its sole Member.

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**ARTICLE VIII. OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the regulations of the Company is vested exclusively in the Member of the Company.

**ARTICLE IX. DISPOSITION OF ASSETS**

No assets of the Company shall be transferable to a Member who ceases to be an organization described in section 501 (c) (3) or a governmental unit or instrumentality.

Upon the dissolution of the Company, all remaining assets shall be distributed to the Hernando-Pasco Hospice, Inc. or its successor if said Corporation or its successor is exempt within the meaning of section 501 (c) (3) at the time of dissolution; provided, however, if said Corporation or its successor is not tax exempt as defined or is not in existence or is unwilling to accept the assets then the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Company.

**ARTICLE X. PROTECTION OF RIGHTS**

The Member will take prompt action to enforce all of its rights in the Company and will pursue all legal and equitable remedies required to protect its interests.

**ARTICLE XI. AMENDMENT OF ARTICLES OF ORGANIZATION**

Any amendment to the Articles of Organization shall be consistent with section 501(c) (3) and no amendment shall authorize either merger or conversion of the Company into a for-profit entity. Any amendment to the Articles of Organization shall be approved by the Member, shall be as prescribed by the Secretary of State of the State of Florida and shall be sworn and subscribed to by the Member of the Company. In the event that a new Member is added by such an amendment, it also shall be signed by the additional Member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 19th day of September, 2006.

  
Alfred W. Torrence, Jr.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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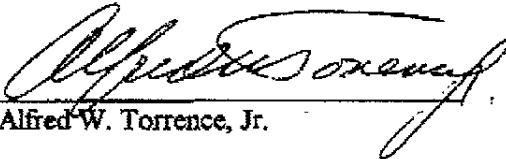
**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Section 608.415 or 608.507, Florida Statutes, the following is submitted:

That HPH ASSISTED LIVING, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 6645 Ridge Road, Port Richey, FL 34668, has named Alfred W. Torrence, Jr., as its agent to accept service of process within the State of Florida.

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.

DATED this 18th day of September, 2006.

  
Alfred W. Torrence, Jr.

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