

NOI000008320

Greenberg Training

(Requestor's Name)

(Address)

(City, State, Zip)

(Phone #)

Phone Rogers at 222-6891

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SECURITY STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Westcott Progressive Care Center, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #) 4000004695724-3
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Examiner's Initials

**ARTICLES OF INCORPORATION OF
WUESTHOFF PROGRESSIVE CARE CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

- 1.1 The name of the Corporation shall be: Wuesthoff Progressive Care Center, Inc.
110 Longwood Avenue, Rockledge, FL

ARTICLE II

32955

PURPOSE

2.1 This Corporation is organized as a not for profit corporation exclusively for charitable, educational and scientific purposes, to operate nursing facilities and to transact any and all lawful business for which a not for profit corporation may be organized that is necessary and appropriate to accomplish the foregoing.

2.2 Notwithstanding the foregoing or any other provision of these Articles of Incorporation of the Corporation, or the Bylaws:

- (a) No part of the net earnings of this Corporation shall inure to the benefit, or be distributable to, its Members (except for a Member that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any further United States Revenue Statute (the "Code")), Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above.
- (b) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made

under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- (c) This Corporation shall not carry on any activities not permitted to be carried on (A) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (B) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

MEMBERS

3.1 The Sole Member of the Corporation shall be Wuesthoff Health Systems, Inc., a Florida not for profit corporation (hereinafter referred to as the "Sole Member").

3.2 The Sole Member of the Corporation, in addition to its powers set forth in the Bylaws, expressly reserves the power to be exerted by it in its sole discretion:

- (a) To select or replace and to remove, at any time, with or without cause, the Directors of the Corporation;
- (b) To amend the Articles of Incorporation of the Corporation.

ARTICLE IV

REGISTERED OFFICE; REGISTERED AGENT

4.1 The address of the registered office of the Corporation is 110 Longwood Avenue, City of Rockledge, County of Brevard, State of Florida, 32955.

The registered agent at that address is Emil Miller.

ARTICLE V

BOARD OF DIRECTORS

5.1 Subject to the powers and authority reserved in these Articles of Incorporation to the Sole Member, the affairs of the Corporation shall be managed by a Board of Directors consisting of not less than nine (9) nor more than fifteen (15) members. Directors shall be elected from among the members in good standing of Wuesthoff Health Systems, Inc.; provided, however, that a majority of Directors elected to the Board shall also be members of the Board of Directors of Wuesthoff Health Systems, Inc. The Board shall be divided into three (3) classes with the term of office of one (1) class expiring each year. Directors shall be elected for a term of three (3) years to succeed those whose term expire at the Sole Member's annual meeting. Directors shall be elected by a plurality of the votes cast at the annual meeting.

5.2 The number of persons constituting the present Board of Directors of the Corporation is fifteen, and the names and addresses of the members of the present Board of Directors who shall hold office for a term for which they were elected, as indicated below, or until their earlier death, resignation or removal, are:

Name

Address

5.3 The Board of Directors may not, without the approval of the Sole Member of the Corporation:

- (a) Adopt, or permit the adoption of, any annual or long-term capital and operation budgets of the Corporation or of any affiliate or subsidiary of the Corporation or any changes therein exceeding five percent (5%) of the total original budget;

- (b) Authorize or permit the Corporation or any affiliate or subsidiary of the corporation to enter into any contract or engage in any transaction which is not provided for in an annual or long-term capital or operational budget approved by the Sole Member of the Corporation where the amount involved exceeds five percent (5%) of the total original budget;
- (c) Adopt, or permit the adoption of, any new, or any changes to existing, long-term or master institutional plans of the corporation or of any affiliate or subsidiary of the Corporation;
- (d) Authorize the Corporation to engage in, or enter into, any transaction providing for or requiring a Certificate of Need;
- (e) Adopt, or permit the adoption of, a plan of dissolution of the Corporation or of any affiliate or subsidiary of the Corporation;
- (f) Authorize or permit the Corporation or any affiliate or subsidiary of the Corporation to engage in, or enter into, any transaction providing for the sale, lease, exchange, mortgage, pledge, creation of a security interest in or other disposition of all or substantially all of its assets;
- (g) Adopt, or permit the adoption of, a plan of merger or consolidation of the Corporation or of any affiliate or subsidiary of the Corporation with another corporation; or
- (h) Organize or acquire, or authorize or permit the organization or acquisition of, any subsidiary or affiliate of the Corporation.

For the purposes of these Articles of Incorporation, "affiliate" shall mean any corporation, association, partnership, trust, joint venture or other entity directly or indirectly

controlling or under common control with the Corporation, and "subsidiary" shall mean any such entity directly or indirectly controlled by the Corporation. "Control" for these purposes shall mean the right to elect at least a majority of the members of the Board of Directors or other governing body of such entity.

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purpose of the Corporation by transferring such assets to Wuesthoff Health Systems, Inc., provided that Wuesthoff Health Systems, Inc., is in existence at such time and qualifies at such time as an exempt organization under Section 501(c)(3) of the Code. In the event that Wuesthoff Health Systems, Inc., is not in existence at such time or does not at such time qualify as an exempt organization under Section 501(c)(3) of the Code, the Board of Directors shall dispose of such assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, educational, religious or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, in such manner, or to such organization or organizations qualifying under Section 501(c)(3) of the Code, as said court shall determine.

ARTICLE VI

BYLAWS

6.1 The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Sole Member of the Corporation. Written notice of the adoption, alteration, amendment or repeal of the Bylaws shall be given to the members of the Board of Directors ten (10) days prior to such action.

ARTICLE VII

AMENDMENTS

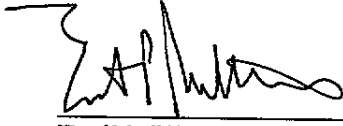
7.1 These Articles of Incorporation shall be amended only by the Sole Member of the Corporation.

ARTICLE VIII

INCORPORATOR

8.1 The Incorporator for the Corporation is Emil Miller, 110 Longwood Avenue, City of Rockledge, County of Brevard, State of Florida 32955.

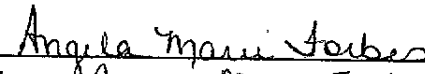
IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this _____ day of November, 2001.


Emil Miller, CEO

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 26 day of November, 2001, by Emil Miller, who is personally known to me (or who has produced _____ as identification) and who did/did not take an oath.

NOTARY PUBLIC


Name: Angela Marie Forbes
STATE OF FLORIDA, AT LARGE
My Commission Expires: 8/12/03




ACCEPTANCE AS REGISTERED AGENT OF CORPORATION

STATE OF FLORIDA
COUNTY OF BREVARD

I CERTIFY that I am a permanent resident of Brevard County, Florida, whose business office is 110 Longwood Avenue, Rockledge, Florida, 32955.

I HEREBY accept the foregoing designation as Resident Agent for the Corporation of Wuesthoff Progressive Care Center, Inc.


Emil Miller

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TALLAHASSEE, FLORIDA