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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Gulf Coast Village Home Health Inc.

- ✓ Art of Inc. File
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ARTICLES OF INCORPORATION

OF

GULF COAST VILLAGE HOME HEALTH, INC.
a Florida Not For Profit Corporation

ARTICLE I

The name of the corporation is GULF COAST VILLAGE HOME HEALTH, INC., a Florida Not For Profit Corporation.

ARTICLE II

The corporation shall have a perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purpose for which the corporation is organized are:

a) To operate for the advancement of home health care services for elderly citizens and to promote the common good and welfare of Lee County, Florida by providing for home health care services and conduct any other lawful business permitted.

b) The purposes for which this corporation is formed is to operate exclusively for purposes as defined under Florida Statute Chapter 400 and providing for home health care and other such purposes as will qualify it as exempt organization under Section 501(c)(3) and the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publications or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation is organized upon a non-stock basis as defined in Section 617.11 of the Florida Statutes. The corporation's sole member shall be GULF CARE, INC. a Florida not for profit corporation who shall elect the Directors of the corporation.

ARTICLE V

The street address of the initial registered office of the corporation is 1420 SE 47th St., City of Cape Coral, County of Lee, State of Florida. The name of its initial registered agent at such address is Harold S. Eskin.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held within sixty (60) days of incorporation at 1333 Santa Barbara Boulevard, Cape Coral, FL, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the first annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 8:00 AM on the first Thursday in January of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Richard C. Heath	1333 Santa Barbara Blvd., Cape Coral, FL 33991

Michael Rubenstein 8270-201 College Parkway, Fort Myers, FL
Robert Olsen

ARTICLE VII

The name and address of each incorporator are:

NAME	ADDRESS
Harold S. Eskin	1420 SE 47th St., Cape Coral., FL 33904

ARTICLE VIII

The board of directors shall elect the following officers: President, Treasurer and Secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Richard C. Heath	President
Robert Olsen	Vice President
Michael Rubenstein	Sec/Treas

ARTICLE IX

The property of this corporation is irrevocably dedicated to the purpose described in Article III above and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE X

Upon the dissolution of winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be GULF CARE, INC. a Florida not for profit corporation, the corporation's sole member or should Gulf Care, Inc. not exist at the time of dissolution or otherwise designates to any other not for profit fund, foundation, or corporation which is organized and operated exclusively for purposes described in Article III, paragraph b) and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of the majority of a quorum of members of the corporation.

We the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on 3-2-04.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 2 day of March, 20 04.

STATE OF FLORIDA
COUNTY OF LEE

The Foregoing instrument was acknowledged before me this 2nd day of March 2004, by Harold S. Eskin who is personally known to me or who has produced ______ as identification.

NOTARY PUBLIC

My Commission Expires:

JEAN K. NOTTE
COMMISSION # DD055130
EXPIRES SEP 25 2005
BONDED THROUGH
ADVANTAGE NOTARY
NOTARY PUBLIC STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1333 Santa Barbara Boulevard, the City of Cape Coral, State of Florida, has named Harold S. Eskin, located at 1420 SE 47th Street, Cape Coral, State of Florida, as its agent to accept service of process within Florida.

Corporate Officer

Incorporater
Title

3-2-04
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent

3-2-04
Date

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TALLAHASSEE, FLORIDA

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