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Account Name : CORPORATION SERVICE COMPANY
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FLORIDA NON-PROFIT CORPORATION

FLORIDA LONG-TERM HEALTHCARE ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FLORIDA LONG-TERM HEALTHCARE ASSOCIATION, INC.**

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Florida Department of State, for the purpose of forming a corporation not for profit in accordance with Chapter 617 of Florida Statutes.

**ARTICLE I
NAME**

The name of the corporation is Florida Long-Term Healthcare Association Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office address of the Corporation is 215 South Monroe Street, Suite 320, Tallahassee, Florida 32301.

**ARTICLE III
PURPOSE**

The Corporation is formed for the following purposes:

- i. To promote the interests of long term health care patients and providers; and
- ii. To engage in, promote, conduct and carry on any lawful acts or activities for which not for profit corporations may be organized under Chapter 617 of Title XXXVI of the Florida Statutes.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The manner of which directors are to be elected or appointed shall be set forth in the By-Laws of the Corporation. The number of directors may be increased or decreased in the manner provided in the By-Laws of the Corporation but the Corporation shall always have at least three directors.

**ARTICLE V
LIABILITIES OF DIRECTORS**

The directors shall be indemnified to the fullest extent that the laws of the State of Florida as now in effect or as hereafter amended, permit elimination or limitation of the liability of

incorporators, directors and uncompensated officers. No incorporator, director or officer of the Corporation shall be personally liable to the Corporation or its member for monetary damages as such for any action taken, or any failure to take any action, as an incorporator, director or officer. The provisions of this Article shall be deemed to be a contract with each incorporator, director or officer of the Corporation who serves as such at any time while this Article is in effect and each such incorporator, director or officer shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption by any bylaw or provision of these Articles which has the effect of increasing incorporator, director or officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

ARTICLE VI REGISTERED AGENT

The name of the Corporation's registered agent in the State of Florida is Linda C. Frazier, and the address of the Corporation's registered office is c/o Panza, Maurer & Maynard, P.A., Bank of America Building, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of the Corporation is: Linda C. Frazier, c/o Panza, Maurer & Maynard, P.A., Bank of America Building, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of January, 2005.


Linda C. Frazier, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 617.0501 of the Florida Not For Profit Corporation Act.


LINDA C. FRAZIER

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