

HOWARD E. KURZWEIL, P.A.

SECOND FLOOR

328 MINORCA AVENUE

CORAL GABLES, FLORIDA 33134

HOWARD E. KURZWEIL

TELEPHONE (305) 442-7085

FAX (305) 461-2316

N05233

December 26, 1996

VIA FEDERAL EXPRESS

Secretary of State  
409 E. Gains Street  
Tallahassee, Florida 32301

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-12/30/96--01002--001  
\*\*\*210.00 \*\*\*210.00

Re: Amended and Restated Articles of Incorporation of  
Visiting Nurse Home Healthcare, Inc.;  
Articles of Merger

Dear Sir or Madam:

Enclosed herewith please find the following documents which  
need to be filed in the order shown (with filing fees indicated):

1. Amended and Restated Articles of Incorporation of  
Visiting Nurse Home Healthcare, Inc. (\$35.00 -filing fee,  
\$52.50 -Certified Copy); and
2. Articles of Merger (\$70.00 -\$35.00 filing fee for each  
corporation, \$52.50 -Certified Copy).

We have enclosed our firms check in the amount of \$100.00  
representing the filing fees of both documents as well as certified  
copies of the documents, as filed.

Please return the filed documents as soon as possible

Very truly yours,

*Howard E. Kurzweil*

Howard E. Kurzweil, Esq.

HEK/ld  
pc: Gus Fuentes, Jr.

C:\OFFICE\MPWIN\MPDOCS\CORPOR\VNASECST.LTR

*CV*

96 DEC 27 11:13:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 13, 1997

**HOWARD E. KURZWEIL, P.A.**  
328 MINORCA AVENUE  
CORAL GABLES, FL 33134

**SUBJECT: VISITING NURSE HOME HEALTH CARE, INC.**  
Ref. Number: N05233

We have received your document for VISITING NURSE HOME HEALTH CARE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

If there are **NO MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 497A00001645

*Back date By Leg  
to Dec 27  
Amend + Restated Act*

**HOWARD E. KURZWEIL, P.A.**

SECOND FLOOR

328 MINORCA AVENUE

CORAL GABLES, FLORIDA 33134

HOWARD E. KURZWEIL

TELEPHONE (305) 442-7085

FAX (305) 461-2316

January 20, 1997

Carol Mustain, Corporate Specialist  
Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

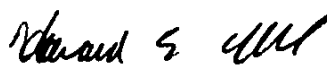
**Re: Visiting Nurse Association of Dade County, Florida, Inc.  
and Visiting Nurse Home Health Care, Inc.  
Ref. Number: 702018 and N05233**

Dear Ms. Mustain:

Enclosed please find revised Amended and Restated Articles of Incorporation and Articles of Merger, as well as copies of your correspondence as per your instructions, for the above captioned corporations. Kindly file same, as of December 27, 1996, the date originally received by your office, and return the certified copies to the undersigned as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,

  
Howard E. Kurzweil, Esq.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

HEK/ld

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**VISITING NURSE HOME HEALTH CARE, INC.**

**(A Corporation Not for Profit)**

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 617.1007 of the Florida Statutes, and the existing Articles of Incorporation of Visiting Nurse Home Health Care, Inc. supersede and take the place of such existing Articles of Incorporation, which were filed with the Secretary of State on September, 1984.

BE IT RESOLVED that the Articles of Incorporation of Visiting Nurse Home Health Care, Inc, a Florida not for profit corporation be and the same are hereby amended to read as follows:

**ARTICLE I**

**NAME**

The name of this Corporation is:

Visiting Nurse Home Health Care, Inc.

**ARTICLE II**

**OFFICE AND REGISTERED AGENT**

The Corporation shall have and continuously maintain in Dade County, Florida its principal place of business and a registered agent thereat upon whom process can be served. The address of the

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

registered office is 3900 N.W. 79 Avenue, Suite 728, Miami, Florida 33166, and the name of the registered agent in charge thereof is Gus Fuentes, Jr. The Registered Office and registered agent may be changed as otherwise permitted by the Secretary of State.

### ARTICLE III

#### PURPOSES OF CORPORATION

##### 3.1 PURPOSES.

The purposes of the Corporation shall be:

3.1-1. To operate exclusively for charitable, scientific, and/or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, its regulations, or the corresponding provision of any applicable future United States Internal Revenue Law or regulations.

3.1-2. To provide skilled nursing care and related services; to provide health guidance to individuals and families; to assist referring physicians in providing home health care services; to promote health, both individual and community, in Dade County; to aid in the prevention of disease in Dade County; to provide educational opportunities for its nursing staff and patients; to encourage family involvement in assisting in health care; to provide skilled nursing services to all regardless of race, creed, and ability to pay; and to cooperate with other health care agencies and hospitals in improving patient care.

3.1-3. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

3.1-4. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida, subject to the limitations set forth in Section 3.2 of this Article III.

3.2 LIMITATIONS.

The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any Director or Officer or any private individual; provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as may be hereafter amended, or

(iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

#### ARTICLE IV

##### POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapter ..... 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

#### ARTICLE V

##### TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

#### ARTICLE VI

##### MEMBERSHIP

The Corporation shall be organized as a nonstock, non-membership corporation, and accordingly, it shall have no members.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 27 AM 12:10

APPROVED  
AND  
FILED

## ARTICLE VII

### DIRECTORS

#### 7.1 NUMBER.

The affairs of the Corporation are to be managed by a Board of Directors consisting of at least three (3) Directors, as shall from time to time be fixed by, or in the manner provided in, the Bylaws, but in no event shall that number of Directors be less than the number as required by Florida Statutes.

The method of election of Directors shall be as stated in the By-laws.

#### 7.2 POWERS.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

#### 7.3 ELECTION AND TERM OF OFFICE.

The Directors of the Corporation shall be elected by the Board of Directors at its Annual Meeting for a term as provided in the By-laws. The term of each class of Directors shall be as provided in the By-laws.

## ARTICLE VIII

### OFFICERS

#### 8.1 NUMBER.

There shall be four (4) Officers of the Corporation. They are: Chairman, Vice Chairman, Secretary, and Treasurer. An individual may hold more than one office.



8.2 ELECTION AND TERM OF OFFICE.

Officers shall be elected for a term as provided in the By-laws.

8.3 ADDITIONAL OFFICERS.

The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional Officers including, without limitation, one or more Vice Chairmen, Assistant Secretaries and/or Assistant Treasurers.

8.4 POWERS AND DUTIES.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in the By-laws of this Corporation.

ARTICLE IX

BYLAWS

The power to make, alter, amend, repeal or adopt the By-laws of this Corporation shall be vested in the Board of Directors.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, or repeal these Amended and Restated Articles of Incorporation shall be vested in the Board of Directors.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment

of all liabilities of the Corporation, dispose of all other assets of the Corporation exclusively for the purpose of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated for such purpose.

## ARTICLE XII

### FILING

The Chairman of the Corporation shall cause these Amended and Restated Articles of Incorporation to be filed in the Office of the Secretary of State of Florida for the purpose of amending and restating the Articles of Incorporation of the Corporation.

The undersigned Officers of the Visiting Nurse Home Health Care, Inc. certify:

That the Amendment and Restatement of the Articles as hereinabove set forth was duly adopted at a meeting of the

**ROBERT O. VEGA**  
**COMMISSION # CC 480412**  
**EXPIRES OCT 15, 1988**  
**BONDED THRU**  
**ATLANTIC BONDING CO., INC.**

ACCEPTANCE

I hereby agree to act as Registered Agent for Visiting Nurse Home Health Care, Inc., as stated in the foregoing Amended and Restated Articles of Incorporation of said Corporation.

  
\_\_\_\_\_  
Registered Agent  
Gus Fuentes, Jr.

STATE OF FLORIDA    )  
                              ) ss:  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 23 day of DECEMBER, 1996, by Gus Fuentes, Jr., as Registered Agent, who personally appeared before me at the time of notarization, and who produced \_\_\_\_\_ as identification and who did take an oath.

NOTARY PUBLIC:

Sign

Print

State of Florida at Large

(Seal)



ROBERT O. VEGA  
COMMISSION # CC 400412  
EXPIRES OCT 15, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

My Commission Expires:

My Commission No.

**N05233**

**ARTICLES OF MERGER  
Merger Sheet**

-----  
**MERGING:**

**VISITING NURSE HOME HEALTH CARE, INC., a Florida corporation, document  
#N05233.**

**INTO**

**VISITING NURSE ASSOCIATION OF DADE COUNTY, FLORIDA, INC., a  
Florida corporation, 702018**

**File date: December 27, 1996**

**Corporate Specialist: Carol Mustain**