

NO6000007952

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000190561 3)))



H060001905613ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 27 AM 10:29

FLORIDA PROFIT/NON PROFIT CORPORATION

PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.

Certificate of Status	1
Certified Copy	0
Page Count	11
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

H06000190561 3

Pasco-Pinellas Long Term Care Partnership, LLC
14041 ICOT Blvd.
Clearwater, FL 33760

July 21, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Consent to use name

Dear Sir/Madam:

Pasco-Pinellas Long Term Care Partnership, LLC (the "Company"), organized under the laws of Florida, intends to dissolve administratively. The Company has released, and will not revoke, the rights to its name to Pasco-Pinellas Long Term Care Partnership, Inc., a not-for-profit corporation yet to be formed. The same Members are involved with both entities.

Very truly yours,

PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, LLC

By: 

Michael Bernstein, President

H06000190561 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 27 AM 10:29

H06000190561 3

**ARTICLES OF INCORPORATION
FOR
PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.
(A Not For Profit Corporation)**

The undersigned, acting as incorporator of a corporation to be formed in line with chapter 617, Florida Statutes entitled the "Florida Not For Profit Corporation Act," adopts the following Articles of Incorporation:

ARTICLE I - NAME

- 1.1 Name.** The name of the corporation shall be:

PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.

**ARTICLE II - PRINCIPAL PLACE OF
BUSINESS AND MAILING ADDRESS**

- 2.1 Place Of Business.** The principal place of business and the mailing address of this corporation shall be:

14041 ICOT Blvd.
Clearwater, Florida 33760

ARTICLE III - PURPOSE

- 3.1 Purpose.** This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes including, among other things, the providing of a range of health services, including, but not limited to, providing services to assist seniors and disabled individuals to maintain independent living. Such services shall be made available to all persons regardless of age, race, sex, creed, voluntary or involuntary status, or ability or inability

H06000190561 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 27 AM 10:29

H06000190561 3

ARTICLES OF INCORPORATION

PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.

Page 2

to pay, within the limits of available resources. This Corporation shall be operated to support and promote the charitable, scientific and educational activities undertaken by the members of the Corporation.

3.2 No Investment Or Distribution. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3.3 Timely Distribution Of Income. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

3.4 No Self-Dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

3.5 No Excess Business Holdings. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

3.6 No Taxable Investments. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

H06000190561 3

H06000190561 3

ARTICLES OF INCORPORATION

PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.

Page 3

3.7 No Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

3.8 No Prohibited Activities. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

3.9 Dissolution. Upon 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 assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

4.1 Election Of Directors. The manner in which the directors are elected or appointed shall be stated in the corporation's Bylaws.

H06000190561 3

H06000190561 3

ARTICLES OF INCORPORATION

PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.

Page 4

ARTICLE V - LIMITATION OF CORPORATE POWERS

5.1 Corporate Powers. The corporate powers of this corporation are as provided in section 617.0302, Florida Statute entitled "Corporate Powers," unless limited as follows:

No Limitations

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

6.1 Registered Agent. The name and the street address of the initial registered agent is:

Michael Bernstein
14041 ICOT Blvd.
Clearwater, Florida 33760

ARTICLE VII - INCORPORATOR

7.1 Incorporator. The name and street address of the incorporator for these Articles of Incorporation is:

Rebecca A. Briggs
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE VIII - BOARD OF DIRECTORS

H06000190561 3

H06000190561 3

ARTICLES OF INCORPORATION

PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.

Page 5

8.1 Board Of Directors. The corporation shall have six (6) directors initially. The number of directors constituting the board and the manner in which directors are elected or appointed shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than four (4) directors. The names and addresses of the first board of directors who shall serve until their successors are duly appointed or elected are as follows:

Michael A. Bernstein	c/o Gulf Coast Jewish Family Services, Inc. 14041 ICOT Blvd. Clearwater, Florida 33760
Diana Robertson	c/o Gulf Coast Jewish Family Services, Inc. 14041 ICOT Blvd. Clearwater, Florida 33760
Barbara Daire	c/o Suncoast Center for Community Mental Health, Inc. 4024 Central Avenue St. Petersburg, Florida 33733
Pam Van Sant	c/o Suncoast Center for Community Mental Health, Inc. 4024 Central Avenue St. Petersburg, Florida 33733
Bill Aycrigg	c/o Community Aging & Retirement Services, Inc. 7505 Rottingham Road Port Richey, Florida 34668
Charles Sobel	c/o Community Aging & Retirement Services, Inc. 7505 Rottingham Road Port Richey, Florida 34668

H06000190561 3

H06000190561 3
ARTICLES OF INCORPORATION
PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.
Page 6

ARTICLE IX - DURATION

9.1 Duration. This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE X - MEMBERSHIP

10.1 Eligibility and Powers.

(a) **Regular.** Any person or entity who is an organization exempt under Section 501(c)(3) of the Code, or any successor statute thereto, or who is an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder shall be eligible for voting membership in the Corporation, subject to unanimous approval by the Board of Directors of the Corporation. An entity shall have one (1) individual designated as its representative for the purpose of voting and other representation. Members shall be oriented toward assisting the Corporation in furtherance of its stated purposes. All such members shall have like powers with respect to voting.

(b) **Special.** The Board of Directors of the Corporation shall have the power to create separate special classes of membership for the purpose of setting membership fees or dues and to insure such representation as the Board finds to be appropriate, such separate classes, positions or bodies to hold such powers and responsibilities and be subject to such restrictions as may be specifically designated by the Board, pursuant to the terms and conditions provided in the Bylaws.

10.2 Termination of Membership.

(a) **Resignation.** Any member may resign from membership in the Corporation at any time by written resignation delivered or mailed to the Secretary of the Corporation, which resignation shall be effective upon the receipt thereof or such later date as may be specified in the notification. Any agreement between the Corporation and the member shall simultaneously terminate upon the effective date of the member's resignation.

H06000190561 3**ARTICLES OF INCORPORATION****PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.****Page 7**

(b) **By Default.** Membership shall be terminated upon mailing of written notice by the Corporation to a member upon a material default by a member under an agreement between the Corporation and the member, provided that any agreement between the Corporation and the member will simultaneously terminate.

(c) **By Membership Action.** Membership may be terminated by a unanimous vote of all members, exclusive of the vote of the member whose termination is at issue; provided, however, membership shall not be so terminated unless any agreement between such member and the Corporation is also terminated simultaneously with or prior to such termination of membership. Such termination shall be effective upon the mailing of a written notice thereof to the member whose membership is so terminated.

10.3 Voting. Each regular member will designate one (1) individual as its representative who shall have one (1) vote on any matter on which members are granted voting privilege under these Articles of Incorporation or the Bylaws of the Corporation, or on any applicable statute or rule of law not otherwise prohibited by these Articles of Incorporation or the Bylaws of the Corporation. Each regular member of the Corporation shall constitute a voting group for purposes of the Florida Not for Profit Corporation Act.

10.4 Transferability. Membership in the Corporation shall be non-transferable except to a person or entity that controls, is controlled by, or is under common control with the transferring member and who qualifies according to the membership criteria set forth in this Article X. (For the purpose of this subsection, "control" is defined as owning, directly or indirectly, a majority of all voting power of such entity). Such transfer shall be subject to the approval of a two-thirds vote of the members, provided that any agreement between the Corporation and the member is simultaneously transferred.

10.5 Initial Members. The Initial Members of the Corporation shall be:

Gulf Coast Jewish Family Services, Inc. 14041 ICOT Blvd.

H06000190561 3

H06000190561 3

ARTICLES OF INCORPORATION
PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.
Page 8


The undersigned incorporator has executed these Articles of Incorporation this 27th day of July, 2006.

"Incorporator"

Rebecca A. Briggs
REBECCA A. BRIGGS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27th day of July, 2006, by REBECCA A. BRIGGS, the incorporator, who is (☒) personally known to me or () who has produced _____ as identification.

Teresa A. Riddle
Notary Public
Print Name: _____
My commission expires: _____
 Teresa A. Riddle
MY COMMISSION # DD174052 EXPIRES
March 12, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

H06000190561 3

H06000190561 3

**ARTICLES OF INCORPORATION
PASCO-PINELLAS LONG TERM CARE PARTNERSHIP, INC.**

Page 9

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Pasco-Pinellas Long Term Care Partnership, Inc.
2. The name and address of the registered agent and office is:

Michael Bernstein
(NAME)


14041 ICOT Blvd.
(P.O BOX NOT ACCEPTABLE)

Clearwater, FL 33760
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Signature

Date


7/25/06

H06000190561 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 27 AM 10:29