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CORPORATION SERVICE COMPANY

File first

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REFERENCE : 381593 4355221

AUTHORIZATION :

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ORDER DATE : December 31, 2007

ORDER TIME : 9:27 AM

ORDER NO. : 381593-005

CUSTOMER NO: 4355221

DOMESTIC FILING

NAME: VNA PRIVATE SERVICES, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Amanda Roath - EXT. 2955

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**VNA PRIVATE SERVICES, INC.**

**FILED**  
2007 DEC 31 A 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be VNA PRIVATE SERVICES, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1110 35<sup>th</sup> lane Street, Vero Beach, Florida 32960.

**ARTICLE III**  
**PURPOSE**

3.1 The specific purpose(s) for which the corporation is organized is as follows:

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 1954, as amended, its regulations, or the corresponding provision of any applicable future United States Internal Revenue Law or regulations.

3.1-2 To provide home health care and related services; to provide health guidance to individuals and families, to assist treating physicians in providing home health care services; to promote health, both individual and community, in Indian River and Saint Lucie Counties, Florida; to aid in the prevention of disease in Indian River and Saint Lucie Counties, Florida; to provide educational opportunities for its clinical staff and patients; to reduce the overall cost of providing health care services to patients; to encourage family involvement in assisting in health care; to provide skilled nursing services to all regardless of race or creed, 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 of service 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.

**ARTICLE IV**  
**MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed will be determined by the sole member as provided from time to time by Bylaws of the corporation adopted by the sole member.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is Sharon Broome, 1110 35<sup>th</sup> Lane, Vero Beach, Florida 32960.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation shall be the sole member, Visiting Nurse Association of the Treasure Coast, Inc., 1110 35<sup>th</sup> Lane, Vero Beach, Florida 32960.

**ARTICLE VII**  
**TERM OF EXISTENCE**

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

**ARTICLE VIII**  
**MEMBERSHIP**

The Corporation shall be organized as a nonstock, membership corporation.

**QUALIFICATIONS**

8.1 The Corporation shall have one member who shall be its incorporation, VNA Treasure Coast, Inc. ("Sole Member").

**ADMISSION**

8.2 The Sole Member shall be automatically admitted to membership upon the filing of these Articles of Incorporation.

**ARTICLE IX**  
**DIRECTORS**

**9.1 NUMBER**

The affairs of the Corporation are to be managed by a Board of Directors consisting of at least five (5), but no more than seven (7), Directors, as shall from time to time be fixed by, or in the manner provided in, the Bylaws.

**9.2 INITIAL BOARD**

The names and addresses of the initial Board of Directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Margaret Cunningham	1815 Pelican Way Vero Beach, FL 32962
Sarah Mondano	655 Acacia Road Vero Beach, FL 32963
Michael Kmetz	3111 Cardinal Drive Vero beach, FL 32963
Robin Blanton	21 Royal Palm Point, Suite 200 Vero Beach, FL 32960
Ann Marie McCrystal	511 Bay Drive Vero Beach, FL 32963

**9.3 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.

**9.4 ELECTION AND TERM OF OFFICE**

The Directors of the Corporation shall be elected by the Sole Member at its Annual Meeting of the Board following the Director's election.

**ARTICLE X**  
**OFFICERS**

**10.1 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; provided, however, that the Chairman of the Corporation may not concurrently hold the office of Secretary.

**10.2 ELECTION AND TERM OF OFFICE**

Officers shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Directors.

**10.3 ADDITIONAL OFFICER**

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

**10.4 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 these Articles of Incorporation of the Bylaws of this Corporation.

**10.5 INITIAL OFFICERS**

The names and addresses of the initial Officers are:

Chairman	Margaret Cunningham 1815 Pelican Way Vero Beach, FL 32962
Vice Chairman	Sarah Mondano 655 Acacia Road Vero Beach, FL 32963
Treasurer	Michael Kmetz 3111 Cardinal Drive Vero beach, FL 32963
Secretary	Robin Blanton 21 Royal Pam Point, Suite 200 Vero beach, FL 32960

**ARTICLE XI**  
**BYLAWS**

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Sole Member.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

The power to make, alter, amend, repeal, or adopt these Articles of Incorporation shall be vested in the Sole Member

IN WITNESS WHEREOF, the undersigned have signed these Articles this 27<sup>th</sup> day of December, 2007.

Visiting Nurse Association of the Treasure Coast, Inc. a  
Florida Not for Profit Corporation


By: Sharon K. Broome, President

Attest: Robin A. Blanton, Secretary

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, personally appeared SHARON K. BROOME and ROBIN A. BLANTON, to me known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

Carolyn B. Mosley  
NOTARY PUBLIC, State of Florida At Large

NOTARY PUBLIC-STATE OF FLORIDA  
 Carolyn B. Mosley  
Commission #DD730619  
Expires: DEC. 02, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

**ACCEPTANCE**

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.

Sharon K. Broome

Sharon Broome, Registered Agent

SWORN TO AND SUBSCRIBED before me this 27<sup>th</sup> day of December 2007.

Carolyn B. Mosley

NOTARY PUBLIC, State of Florida At Large

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