

N11000001820

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

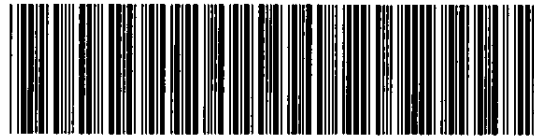
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500193958675

02/22/11--01002--012 \*\*87.50

RECEIVED

11 FEB 22 PM 12:01

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

11 FEB 22 PM 12:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W

8 FEB 22 2011

## COVER LETTER

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

SUBJECT: Chapters Health Senior Independence, Inc.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Darrell White  
Name (Printed or typed)

12973 Telecom Parkway, Suite 100  
Address

Temple Terrace, FL 33637  
City, State & Zip

813-871-8400  
Daytime Telephone number

whited@hpchealthcare.org  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
CHAPTERS HEALTH SENIOR INDEPENDENCE, INC.  
(A Corporation Not-For-Profit)**

**FILED**  
11 FEB 22 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
Name and Address**

The name of the corporation is Chapters Health Senior Independence, Inc. (the "Corporation"). The initial principal office and/or mailing address of the Corporation is 12973 Telecom Parkway, Suite 100, Temple Terrace, Florida 33637.

**ARTICLE II  
Purposes**

The Corporation is organized exclusively for educational and charitable purposes within the meaning of 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 (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. These purposes include but are not limited to the following:

1. To promote independence and maintain the health of senior citizens with chronic care needs and their families through the provision of home and community based services whenever possible.
2. To establish and maintain services for the support and care of frail elderly persons, including but not limited to persons who are eligible to participate in the Florida Long-term Care Home Diversion Program and/or a Provider of All-inclusive Care for the Elderly (PACE) program.
3. To obtain public involvement and support by disseminating the aims and purposes of this not for profit Corporation and its activities to the general public.
4. To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein and in furtherance of the Corporation's

participation in the health system conducted through and governed by HPC Healthcare, Inc., a Florida not for profit corporation, to the full extent permitted by the Bylaws and the laws of the sovereign State of Florida.

### **ARTICLE III**

#### **Members**

The sole member of the Corporation is HPC Healthcare, Inc., its successors and assigns (the "**Sole Member**").

### **ARTICLE IV**

#### **Directors**

The number of directors constituting the Board of Directors of the Corporation and the manner in which the directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation.

### **ARTICLE V**

#### **Officers**

The officers of the Corporation and their manner of election shall be as provided in the Bylaws of the Corporation.

### **ARTICLE VI**

#### **Registered Agent**

The name and address of the initial registered agent of the Corporation is:

Kathy L. Fernandez  
12973 Telecom Parkway, Suite 100  
Temple Terrace, Florida 33637

### **ARTICLE VII**

#### **Bylaws**

The Initial Board shall adopt Bylaws for the Corporation upon its organization which are approved and accepted by the Sole Member and these Bylaws as amended from time to

time shall govern the operation and functioning of the Corporation. The Bylaws may thereafter be amended, altered, added to or rescinded only by the Sole Member by the vote of a majority of its Board of Directors at the time of such amendment.

## **ARTICLE VIII**

### **Amendments**

These Articles may be amended only by the Sole Member as provided in the Bylaws.

## **ARTICLE IX**

### **Distribution Upon Dissolution**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to the Sole Member if the Sole Member is exempt under Section 501(c)(3) of the Code at the time of such distribution. If the Sole Member is not exempt under Section 501(c)(3) of the Code at the time of such distribution, then such assets shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

## **ARTICLE X**

### **Incorporator**

The name and address of the incorporator is: Kathy L. Fernandez, 12973 Telecom Parkway, Suite 100, Temple Terrace, Florida 33637.

## **ARTICLE XI**

### **Tax Exempt Restrictions**

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, the Corporation's members, directors, officers, or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and upon dissolution, final liquidation or partial liquidation, may make distributions to its qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends. The Corporation may, however, confer benefits upon its Sole Member in conformity with its purpose, so long as the Sole Member is an exempt organization under Section 501(c)(3) of the Code at the time of the conferring of such benefits.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE XII**

### **Indemnification**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set her hand and seal this 18<sup>th</sup> day of February, 2011, for the purpose of forming this not for profit Corporation under the Florida Not For Profit Corporation Act.

By: 

Kathy L. Fernandez, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

**Chapters Health Senior Independence, Inc.**

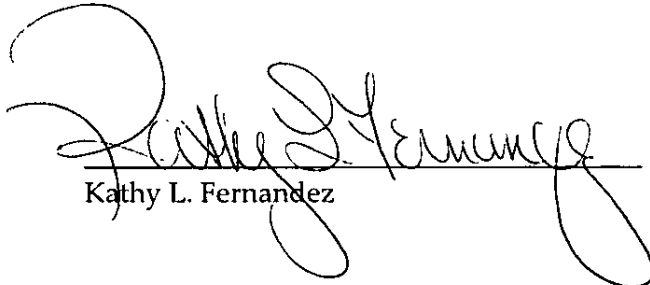
2. The name and address of the registered agent and office is:

Kathy L. Fernandez  
12973 Telecom Parkway, Suite 100  
Temple Terrace, Florida 33637

**FILED**  
11 FEB 22 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

Dated: February 18<sup>th</sup>, 2011

  
Kathy L. Fernandez