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FLORIDA PROFIT/NON PROFIT CORPORATION  
Suncoast Neighborly Care, Inc.

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**ARTICLES OF INCORPORATION  
OF  
SUNCOAST NEIGHBORLY CARE, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: Suncoast Neighborly Care, Inc. (the "Corporation"), a Florida not for profit corporation.

**ARTICLE II - PURPOSES**

This corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes, and other purposes for which an organization may be organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), including, but not limited to, the following purposes:

(i) to provide medical and non-medical services to those elderly and handicapped persons who are in need of assistance through the operation of a Program of All-Inclusive Care for the Elderly, as defined in Florida Statutes Section 430.707 and Public Law 105-33, in Florida ("PACE Program");

(ii) to advance the accessibility and quality of the services provided by the PACE Program;

(iii) to improve the health of the elderly population in Florida through the PACE Program; and

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(iv) to further the purposes of its two members, Neighborly Care Network, Inc., d/b/a Neighborly PACE, a Florida not for profit corporation qualified under IRC Section 501(c)(3), and The Hospice of the Florida Suncoast, Inc., a Florida not for profit corporation qualified under IRC Section 501(c)(3).

Notwithstanding the foregoing, in no event shall this Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by (a) any corporation the activities of which are exempt from federal income tax under IRC Section 501(c)(3), or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC, or the corresponding section of any future federal tax code.

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III -POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the IRC, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any director, officer of the Corporation or any private

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individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

ARTICLE IV - MEMBERS

Except as otherwise provided in the Bylaws of the Corporation (the "Bylaws"), the members of the Corporation shall consist of Neighborly Care Network, Inc., d/b/a Neighborly PACE, a Florida not for profit corporation qualified under IRC Section 501(c)(3), and The Hospice of the Florida Suncoast, Inc., a Florida not for profit corporation qualified under IRC Section 501(c)(3). Members shall have the right to appoint Directors as provided in the Bylaws.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the Bylaws, and by officers who shall be elected by the Board of Directors. The number of directors shall be not less than four (4) and no more than fourteen (14). The officers thus to be elected shall be a chairman, a vice chairman, a secretary and a treasurer and such other officers as may be provided for in the Bylaws. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the Bylaws.

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ARTICLE VII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be six (6), and the names and addresses of the members of the first Board of Directors, who, subject to these Articles, the Bylaws and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, and until their successors have been duly elected and qualified are:

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<u>Name</u>	<u>Address</u>
Debra Shade	Neighborhood Care Network, Inc. 13945 Evergreen Avenue Clearwater, Florida 33762
Mary J. Labyak	The Hospice of the Florida Suncoast, Inc. 5771 Roosevelt Boulevard Clearwater, Florida 33760
David Metz	Neighborhood Care Network, Inc. 13945 Evergreen Avenue Clearwater, Florida 33762
Judith A. Woodworth	The Hospice of the Florida Suncoast, Inc. 5771 Roosevelt Boulevard Clearwater, Florida 33760
Jason Clement	Neighborhood Care Network, Inc. 13945 Evergreen Avenue Clearwater, Florida 33762
Kathryn Hyer	The Hospice of the Florida Suncoast, Inc. 5771 Roosevelt Boulevard Clearwater, Florida 33760

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ARTICLE VIII - BYLAWS

The Bylaws shall be adopted, altered, amended and rescinded by a vote of seventy-five percent (75%) of the directors at a meeting of the Board of Directors duly called and held in accordance with the Bylaws.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors, by a vote of seventy-five percent (75%) of the directors, at a meeting of the Board of Directors duly called and held in accordance with the Bylaws.

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ARTICLE X - 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 then current members of the Corporation that are qualified as exempt under IRC Section 501(c)(3), if any, or if none, then to, any one or more organizations qualified as exempt under Section 501(c)(3) of the IRC and the applicable rules and regulations thereunder within the Tampa Bay region with a similar purpose or mission to the Corporation, if any, or if none, to any one or more organizations qualified as exempt under Section 501(c)(3) of the IRC and the applicable rules and regulations thereunder. Upon the liquidation or dissolution of the Corporation, no part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any director or officer of the Corporation or a private individual.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of this Corporation shall be:

Michael J. Bittman

ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The initial principal office and/or mailing address of this Corporation shall be:

5771 Roosevelt Blvd.  
Clearwater, Florida 33760

ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

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Michael J. Bittman  
301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

IN WITNESS WHEREOF, I have set my hand and seal this 2nd day of September,  
2011.

Michael J. Bittman  
Michael J. Bittman

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of Suncoast  
Neighborhood Care, Inc., I hereby accept and agree to act in this capacity.

Dated: September 2nd, 2011

Michael J. Bittman  
Michael J. Bittman

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