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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HOME-CALL HEALTHCARE CORP.**

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**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
HOME-CALL HEALTHCARE CORP.**

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- A. The name of the corporation is Home-Call Healthcare Corp. (the "Corporation").
- B. The Articles of Incorporation were filed with the Florida Secretary of State on January 14, 2014.
- C. The Articles of Incorporation were amended and restated in their entirety on September 1, 2016, by majority vote of the Board of Directors pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (2016), in order to (i) reflect the Sole Member of the Corporation, (ii) update and simplify the provisions of the Articles of Incorporation, and (iv) amend and restate the Articles of Incorporation in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is Home-Call Healthcare Corp.

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

The street address and the mailing address of the Corporation's principal office are 7235 Bonneval Road, Suite 404, Jacksonville, Florida 32256.

**ARTICLE III
PURPOSES**

The purposes for which the Corporation is organized are:

- (a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any subsequent federal tax laws, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or officers or to other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (b) To provide skilled and non-skilled nursing services as a Nursing Registry.

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(c) To own, lease, operate, or manage any asset or facility and to participate in any activity designed or carried on to promote the purposes of the Corporation.

(d) To operate without regard to race, creed, age, sex, religion or national origin.

(e) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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.

(f) To have and exercise all powers of any corporation not for profit under the laws of the State of Florida, as in effect from time to time; provided, however, that no part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, any Member, director, officer, employee, or individual or any entity that is not itself qualified as a Section 501(c)(3) organization, and no Member, director, officer, employee, or individual or any entity that is not itself qualified as a Section 501(c)(3) organization shall receive any benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

(g) To conduct any lawful business or activity that is not specifically prohibited by these Articles of Incorporation, except that the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (iii) by a not for profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes or any successor thereto.

ARTICLE IV

MEMBER

The Corporation's Sole Member shall be The O'Connor Family Trust.

ARTICLE V

REGISTERED AGENT AND OFFICE

The name of the Corporation's registered agent in Florida is Sean P. O'Connor. The street address of the Corporation's registered office in Florida and the address of the registered agent are 211 North Krome Avenue, Homestead, Florida 33030.

ARTICLE VI

DIRECTORS AND MANNER OF ELECTION OF DIRECTORS

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three members of the Board of Directors. The Board of Directors

H16000221045

shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation. The names and addresses of the current members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Phillip C. O'Connor, Jr.	5398 Heronview Court Jacksonville, FL 32257
Linda A. O'Connor	5398 Heronview Court Jacksonville, FL 32257
Ailene E. Parnell	7235 Bonneval Road, Suite 404 Jacksonville, FL 32256
Theresa Gates	7235 Bonneval Road, Suite 404 Jacksonville, FL 32256
Pamela Bernath	7235 Bonneval Road, Suite 404 Jacksonville, FL 32256

ARTICLE VII **DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code to be selected by the Board of Directors and approved by the Sole Member. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

ARTICLE VIII **AMENDMENTS**

The Sole Member may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.


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**ARTICLE IX
INDEMNIFICATION**

Directors and officers of the Corporation shall be, and other employees, agents, attorneys and representatives of the Corporation may be, indemnified to the full extent permitted by Florida law, as more fully provided in the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment and Restatement of the Articles of Incorporation this 1 day of Sept, 2016.


Philip C. O'Connor, Jr.
President

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