

N14000000993

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(Address)

(Address)

(City/State/Zip/Phone #)

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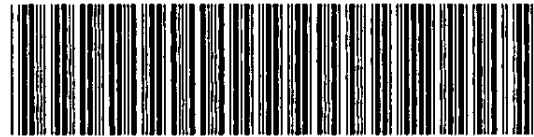
(Business Entity Name)

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*Amend.
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Restate
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03-10-14
DC*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PARAGON HEALTHCARE, INC.

DOCUMENT NUMBER: N14000000993

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

THEODORE K. FERGUSON, II
(Name of Contact Person)

PARAGON HEALTHCARE, INC.
(Firm/ Company)

6131 U.S. HWY 19
(Address)

NEW PORT RICHEY, FL 34652
(City/ State and Zip Code)

TED@PARAGONWELLNESS.ORG
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

THEODORE FERGUSON at (352) 232-0839
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

✓ **Mailing Address**
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
PARAGON HEALTHCARE, INC.**

ARTICLE I NAME

The name of the corporation shall be: Paragon Community Healthcare, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address
6131 U.S. Hwy 19
New Port Richey, FL 34652

Mailing address, if different is:
SAME

ARTICLE III PURPOSE

The Corporation is organized to operate for exclusively charitable, educational, scientific and religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or any corresponding provision of any future United States Internal Revenue Law (the "Code"). The Corporation was organized, and at all times shall be operated to serve the medical and mental healthcare needs and interests of the general public, in such ways as the Board of Directors of the Corporation shall determine. In furtherance of these purposes, the Corporation shall have full power and authority to provide for and support medical and mental healthcare services; employ medical and mental healthcare personnel; provide medical and mental health education and research; and to perform all other acts necessary to carry out any of the charitable, educational, scientific or religious purposes of the Corporation within and subject to the limitations of Section 501 (c) (3) of the Code.

DURATION: The Corporation shall have perpetual existence.

POWERS: This Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or 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 in Article III hereof. 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 any candidate for public office.

DISSOLUTION: Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose. The organization to receive the assets of the Corporation hereunder shall be selected by the discretion of a majority of the managing body of the Corporation.

ARTICLE IV MANNER OF ELECTION

There shall be five Directors initially named to the Board of Directors, who shall serve for one year terms. The Directors to follow after the initial year will be elected by a majority vote of the current Directors as provided in the Corporation bylaws. The Board of Directors shall have the power to amend or repeal the bylaws of the Corporation.

INDEMNIFICATION: The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such

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TALLAHASSEE, FLORIDA

capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Theodore K. Ferguson, II, President; Chairman
Address: 6131 U.S. Hwy 19
New Port Richey, FL 34652

Name and Title: Timothy E. Ferguson, Vice President; Vice Chairman
Address: 6131 U.S. Hwy 19
New Port Richey, FL 34652

Name and Title: Maureen Donohue, RN; Secretary-Treasurer
7311 Mayfield Dr.
Port Richey, FL 34668

Name and Title: Dorothy Hall, RN; Director
7152 Planza Court
New Port Richey, FL 34653

Name and Title: Donna L. Sands, LMHC; Director
6133 U.S. Hwy 19
New Port Richey, FL 34652

ARTICLE VI REGISTERED AGENT

Name: Theodore K. Ferguson, II
Address: 6131 U.S. Hwy 19
New Port Richey, FL 34652

ARTICLE VII INCORPORATOR

Name: Theodore K. Ferguson, II
Address: 6131 U.S. Hwy 19
New Port Richey, FL 34652

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Theodore K. Ferguson, II
Required Signature of Registered Agent

02/24/2014
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Theodore K. Ferguson, II
Required Signature of Incorporator

02/24/2014
Date

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: FEBRUARY 24, 2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated FEBRUARY 24, 2014

Signature Theodore K. Ferguson, II
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

THEODORE K. FERGUSON, II
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)