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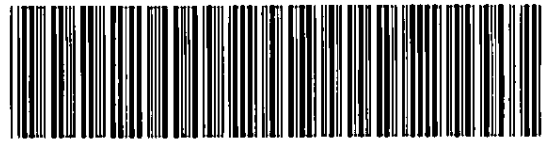
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

EMPATH HOME HEALTH DIVISION INC

Signature _____

Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
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____ RA Resignation _____
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____ Officer Search _____
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____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 2, 2021

CAPITAL CONNECTION, INC.

SUBJECT: EMPATH HOME HEALTH DIVISION, INC.
Ref. Number: W21000117953

We have received your document for EMPATH HOME HEALTH DIVISION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

List the name and address of the Registered Agent in Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist III

Letter Number: 621A00020737

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2021 SEP 10 PM 2:38
TALLAHASSEE, FL 323

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION

OF

EMPATH HOME HEALTH DIVISION, INC.

The undersigned hereby associate themselves to form a corporation for scientific, educational, and charitable purposes under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME AND DURATION**

1. The name of the corporation shall be Empath Home Health Division, Inc., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. Empath Home Health Division, Inc. may hereinafter be referred to as the "Corporation."

2. The corporate existence of this Corporation shall begin on the date the certificate of incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.

3. The principal office and place of business of the Corporation shall be located at 5955 Rand Blvd., Sarasota, Sarasota County, Florida, although the Corporation may maintain offices elsewhere.

**ARTICLE II
PURPOSE**

The purpose of which the Corporation is organized is to operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"). The specific nature and purposes of the Corporation shall be to provide health care services for patients and families in the communities in which it serves. The Corporation shall have all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act to effectuate its purposes.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, other 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. Notwithstanding any other provisions

of this Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE III MEMBERS

The sole member of the Corporation shall be Empath-Stratum, Inc., a Florida not for profit corporation (the "Member").

ARTICLE IV BOARD OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors of the Corporation of not less than three (3) members and no more than a number as set pursuant to the Bylaws of the Corporation. The Board of Directors shall be appointed in accordance with the provisions of the Bylaws of the Corporation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the Corporation. The Board of Directors shall initially consist of the following individuals:

Saida Bouhamid
5955 Rand Blvd.
Sarasota, FL 34238

Jonathan D. Fleece
5955 Rand Blvd.
Sarasota, FL 34238

Rafael Sciullo
5771 Roosevelt Blvd.
Suite 610
Clearwater, FL 33760

ARTICLE V AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended only by the approval of the Member and a majority of the Board of Directors at the regular annual meeting or at a special meeting called for that purpose. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a Director or Officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising

which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her's being or having been a Director or Officer of this Corporation whether or not he/she continues to be a Director or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the Corporation itself. However, no such Director or Officer shall be so indemnified with respect to, any matter as to which such Director or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her's duties as a Director or Officer. The Corporation may settle any litigation against a Director or Officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

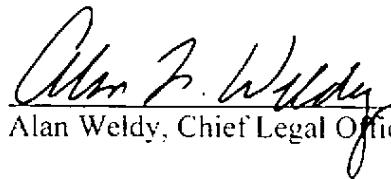
ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed as determined by the Board of Directors for the exclusive use and benefit of the of a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto. Upon dissolution of the Corporation, none of the assets shall be distributed to any Director or Officer of the Corporation.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation shall be:

Alan Weldy
5955 Rand Blvd.
Sarasota, FL 34238


Alan Weldy, Chief Legal Officer

ARTICLE IX
INITIAL REGISTERED OFFICE AGENT

The street address of the initial registered agent of the Corporation is 802 11th Street West, Bradenton, Florida 34205 and the name of the initial registered agent of the Corporation is Blalock Walters, P.A.

CERTIFICATE OF REGISTERED AGENT

In compliance with Sections 48.091 and 607.0202, Florida Statutes, the following is submitted:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

BLALOCK WALTERS, P.A., a Florida
professional service corporation



Jenifer Schembri, Vice-President

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