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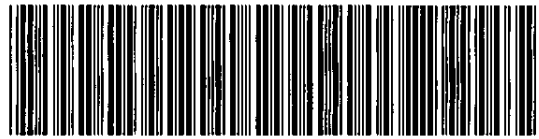
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FILED
2009 MAR -9 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

3/11/09

COVER LETTER

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

SUBJECT: LRMC Home Health Services, 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: Philip J. Braun
Name (Printed or typed)

600 East Dixie Avenue
Address

Leesburg, FL 34748
City, State & Zip

352-323-5924
Daytime Telephone number

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LRMC HOME HEALTH SERVICES, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
2009 MAR -9 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADOPTED: March 3, 2009

Pursuant to Chapter 617 of Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is LRMC Home Health Services, Inc. (the "Corporation").

ARTICLE II
Members

The Corporation shall have one (1) Corporate Member who shall be Central Florida Health Alliance, Inc, a Florida not for profit corporation.

ARTICLE III
Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE IV
Principal Office

The street address of the principal office of the Corporation is 600 East Dixie Ave., Leesburg, Florida 34748.

ARTICLE V
Purposes

The general nature of the object of this corporation shall be to conduct a home health services business through the operation of a home health agency as licensed under Florida Statute Chapter 400; and to do any and all things necessary or proper in carrying out the purposes and objects of the corporation, and to do anything and everything necessary, expedient or incidental to the operation of a home health services business in all its phases which may include but not be limited to:

1. To establish, conduct, maintain, and operate a home health agency and/or similar health maintenance institution for the care of ill and injured, to be known as LPMC HOME HEALTH SERVICES, INC.
2. To lease, acquire, purchase and use such equipment, machinery and apparatus as shall be necessary or desirable in connection with the operation of any such health maintenance institution.
3. To own, lease, purchase or otherwise acquire any real estate or buildings and to sell, mortgage or pledge any real estate incident to the purposes hereof.
4. No member, director, or officer of HHA or any private individual shall be entitled to share in the distribution of any of the HHA assets on dissolution of the HHA.
5. To have and exercise all powers necessary to effect its purposes.

ARTICLE VI
Limitation on Corporate Powers

The Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and/or restrictions. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

- 1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, a private party, including the members, directors or officers of the Corporation, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- 2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section (501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- 3 The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(a) of the Code as organization described in Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII
Appointment Of Board of Directors

The number of Directors and method of appointment shall be in manner set forth in Corporate Bylaws.

ARTICLE VIII
Initial Registered Office and Registered Agent

The registered office of the Corporation is located at 301 W. Oak Terrace Drive, Suite 102, Leesburg, Florida 34748, and the registered agent at such office is Philip J. Braun, whose acceptance of appointment as registered agent for the Corporation is set forth below.

ARTICLE IX
Distribution Upon Dissolution or Liquidation

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the corporation to Central Florida Health Alliance, Inc., if it then qualifies for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code. If Central Florida Health Alliance, Inc., is then not so exempt, all of the Corporation's assets will be distributed to one or more organizations that do then qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code having purposes substantially similar to Central Florida Health Alliance, Inc., as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Circuit Court in Lake County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organization and operated exclusively for charitable, educational, and scientific purposes, and which would then qualify as exempt from tax under Section 501(c)(3) of the Code. No director, officer, member, or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

ARTICLE X
Amendments

These Amended and Restated Articles may only be amended upon approval of the Corporate Member as set forth in the Corporation's Bylaws.

ARTICLE XI
The Administrator

The Board of Directors shall, by resolution, select and employ a competent experienced Administrator or Management Firm who shall be its direct executive representative in the management of HHA. The Administrator or Management Firm shall be given the necessary authority and held responsible for the administration of HHA in all its activities and departments subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action.

The Administrators may also be designated as the President of HHA. The Board through a committee appointed by its Chairman shall annually evaluate the performance of the Administrator.

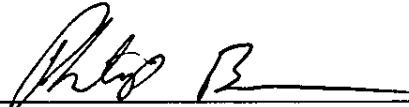
This Amended and Restated Articles of Incorporation have been sufficiently approved by the Corporate Member and **IN WITNESS WHEREOF**, the undersigned person has executed these Amended Articles of Incorporation as of March 3, 2009.



David Sustarsic, M.D., Chairman

CONSENT REGISTERED AGENT

I, Philip J. Braun, hereby accept and consent to my appointment as registered agent of LRMC Home Health Services, Inc.



Philip J. Braun