

N96000000549

January 17, 1995

Florida Department of State  
Division of Corporations  
Document Examiner  
Charter Section  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: ConstantCare Corp.

Dear Sir:

I hereby am familiar with and accept the duties, responsibilities and obligations set forth in §607.325 Florida Statutes as registered agent for ConstantCare Corp.

Sincerely,

*J. Edgar Baily*

J. Edgar Baily  
46 N. Washington Blvd., Suite 13  
Sarasota, Florida 34237  
(813) 364-9997  
Florida Bar No. 0744816

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 24, 1996

J. EDGAR BAILY  
46 N. WASHINGTON BLVD.  
SUITE 13  
SARASOTA, FL 34237

SUBJECT: CONSTANTCARE CORP.  
Ref. Number: W96000001804

We have received your document for CONSTANTCARE CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 896A00003079

LAW OFFICE OF  
**JAY EDGAR BAILY**

SUITE 11  
44 NORTH WASHINGTON BOULEVARD  
SARASOTA, FLORIDA 34236-5928

(813) 364-9997

JAY EDGAR BAILY  
(FL, DC, MD, & VA.)

January 28, 1991

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

RE: CONSTANTCARE CORP. - Ref. No.: W96000001804

Attention: Brenda Baker, Corporate Specialist -  
Letter NO.896A00003079

Dear Madam:

Enclosed is the written acceptance by the undersigned registered agent.

Thank you.

  
J. Edgar Baily

JEB

**ARTICLES OF INCORPORATION  
OF  
ConstantCare Corp.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DD

**ARTICLE I  
NAME.**

The name of the Corporation shall be ConstantCare Corp.

**ARTICLE II  
GOVERNING LAW**

The Corporation shall be a nonprofit Corporation organized and operated under the Florida Not for Profit Corporation Act (hereafter the "Act").

**ARTICLE III  
DURATION**

The term for which the Corporation shall have existence shall be perpetual.

**ARTICLE IV  
PURPOSES**

The Corporation is organized exclusively for charitable, educational and scientific purposes. These purposes are:

To acquire, own, maintain, and operate charitable hospitals, nursing homes, assisted living, and elderly retirement housing facilities, and related health care facilities throughout the United States of America, its possessions, or its territories.

To transact any and all lawful business for which nonprofit Corporations may be incorporated under the governing law of the state of incorporation, to the extent that such business may be conducted by organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue law, hereinafter referred to as the "Code", including for such purposes the making of distributions to organizations that so qualify.

To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Act or by these Articles of Incorporation.

## **ARTICLE V POWERS**

The Corporation shall have and exercise all powers and rights conferred upon nonprofit Corporations by the Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit Corporations by the laws of the state of incorporation which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article IV. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a Corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code or (b) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

In addition to the foregoing, in the event that the Corporation fails to qualify as a public charity under Section 509 of the Code:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

## **ARTICLE VI BOARD OF DIRECTORS & BY-LAWS**

The number of directors shall be four (4) which number may not be increased or decreased except by an amendment to these Articles of Incorporation. The directors shall be divided into two (2) classes, CLASS A consisting of three (3) directors and CLASS B consisting of one (1) director.

The Directors of CLASS A and CLASS B together shall elect the successor directors of CLASS A at the expiration of the one (1) year term of the CLASS A directors.

2. The sole CLASS B director shall elect his or her successor except in the case of the

death or legal incompetence of the sole CLASS B director while serving, in which case the CLASS A directors shall elect a successor to the CLASS B director.

3. Each CLASS A director shall serve for a term of one (1) year. The CLASS B director shall serve from year to year, indefinitely, unless legally incompetent or deceased.

4. The CLASS B director must consent to any amendment to these Articles of Incorporation.

5. A quorum shall consist of at least three (3) directors one of which directors attending must be the CLASS B director. These Articles require that the Corporation have a President who shall be the chief executive officer of the Corporation, and who shall be elected by the directors. For the election of the President of the Corporation the directors shall be required to cast a unanimous vote of all serving directors and, if unable to so do after three (3) such attempts, the President shall then be elected by the CLASS B director.

6. A director may be removed from office only by a unanimous vote of the directors of the class of Directors to which he or she belongs excluding the affected director.

7. The By-laws of the corporation shall be unanimously adopted by the Board of Directors. The power to alter, amend, or repeal the By-laws shall require a majority vote of each class of directors, voting as a class.

#### **ARTICLE VII DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION**

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article IV hereof. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under Section 501(c)(3) of the code, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(1) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction which Court has jurisdiction over the locality in which the registered office of the Corporation is located. The Court shall determine the assets be disposed of for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes.

**ARTICLE VIII  
REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 46 N. Washington Blvd., Suite 13, in Sarasota County, Florida. The initial registered agent at such address shall be . . . Edgar Bally, who is a resident of Florida, whose business office is identical with such registered office and who is a member of the Florida State Bar.

**ARTICLE IX  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is:

Gerald A. Dechow  
P. O. Box 13606  
10 S. Jefferson Street  
Roanoke, Virginia 24011

**ARTICLE X  
NO STOCK OR MEMBERS**

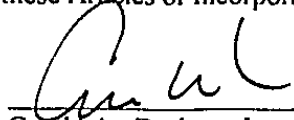
This Corporation shall not have stock and shall not have any members.

**ARTICLE XI  
INDEMNIFICATION**

To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Code § 501(c)(3).

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on

Jan 17, 1996.

  
\_\_\_\_\_  
Gerald A. Dechow, Incorporator

Moss & Rocovich, Attorneys at Law, P.C.  
P. O. Box 13606  
Roanoke, Virginia 24035

CITY OF ROANOKE  
COMMONWEALTH OF VIRGINIA, to-wit:

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of January 1996,  
by Gerald A. Dechow, Incorporator.

Sharon C. Delaski  
Notary Public

My Commission Expires: July 31, 1998




CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 698.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ConstantCare Corp.
2. The name of the registered agent and office is:

Jay Edgar Bailly  
Law Offices of Jay Edgar Bailly  
46 N. Washington Blvd. Suite 13  
Sarasota, Florida 34236-5928

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

      1/29/96  
(Signature)      (Date)

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96 JAN 31 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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MOSS & ROCOVICH

ATTORNEYS-AT-LAW  
A PROFESSIONAL CORPORATION  
FIRST UNION TOWER  
10 S. JEFFERSON STREET 24011  
P. O. BOX 13000  
ROANOKE, VIRGINIA 24035  
(840) 982-7878  
FAX (840) 982-2443

August 28, 1996

FILE NO:

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Amendment Section

Re: ConstantCare Corporation

Dear Sir/Madam:

We have enclosed for filing the Restated Articles of Incorporation and Certificate for the above-referenced corporation, along with our check in the amount of \$35.00 for the filing fee.

If you need any additional information, please call me at 1-800-525-6478.

Very truly yours,

MOSS & ROCOVICH, P.C.

*Barbara Fulgaro*

Barbara Fulgaro  
Legal Assistant

/baf  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restated*  
*9-11*

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
CONSTANTCARE CORP.**

**ARTICLE I  
NAME.**

The name of the Corporation shall be ConstantCare Corp.

**ARTICLE II  
GOVERNING LAW**

The Corporation shall be a nonprofit Corporation organized and operated under the Florida Not for Profit Corporation Act (hereafter the "Act").

**ARTICLE III  
DURATION**

The term for which the Corporation shall have existence shall be perpetual.

**ARTICLE IV  
PURPOSES**

The Corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. These purposes are:

To acquire, own, maintain, and operate charitable hospitals, nursing homes, assisted living, and elderly retirement housing facilities, and related health care facilities throughout the United States of America, its possessions, or its territories.

To transact any and all lawful business for which nonprofit Corporations may be incorporated under the governing law of the state of incorporation, to the extent that such business may be conducted by organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue law, hereinafter referred to as the "Code", including for such purposes the making of distributions to organizations that so qualify.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Act or by these Articles of Incorporation.

## **ARTICLE V POWERS**

The Corporation shall have and exercise all powers and rights conferred upon nonprofit Corporations by the Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit Corporations by the laws of the state of incorporation which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article IV.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article IV. 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a Corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code or (b) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code..

In addition to the foregoing, in the event that the Corporation fails to qualify as a public charity under Section 509 of the Code:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

## **ARTICLE VI BOARD OF DIRECTORS & BY-LAWS**

The number of directors shall be four (4) which number may not be increased or decreased except by an amendment to these Articles of Incorporation. The directors shall be divided into two (2) classes, CLASS A consisting of three (3) directors and CLASS B consisting of one (1) director.

The name and address of the initial CLASS A Directors are as follows:

R. David Barbe, Esquire  
Moss & Rocovich, P.C.  
P. O. Box 13606  
Roanoke, Virginia 24035

E. Elizabeth Downs, Esquire  
Moss & Rocovich, P.C.  
P. O. Box 13606  
Roanoke, Virginia 24035

Sherry G. Glenn  
Moss & Rocovich, P.C.  
P. O. Box 13606  
Roanoke, Virginia 24035

The names and addresses of the initial CLASS B Director is as follows:

Gerald A. Dechow, Esquire.  
Moss & Rocovich, P.C.  
P. O. Box 13606  
Roanoke, Virginia 24035

1. The Directors of CLASS A and CLASS B together shall elect the successor directors of CLASS A at the expiration of the one (1) year term of the CLASS A directors.

2. The sole CLASS B director shall elect his or her successor except in the case of the death or legal incompetence of the sole CLASS B director while serving, in which case the CLASS A directors shall elect a successor to the CLASS B director.

3. Each CLASS A director shall serve for a term of one (1) year. The CLASS B director shall serve from year to year, indefinitely, unless legally incompetent or deceased.

4. The CLASS B director must consent to any amendment to these Articles of Incorporation.

5. A quorum shall consist of at least three (3) directors one of which directors attending must be the CLASS B director. These Articles require that the Corporation have a President who shall be the chief executive officer of the Corporation, and who shall be elected by the directors. For the election of the President of the Corporation the directors shall be required to cast a unanimous vote of all serving directors and, if unable to so do after three (3) such attempts, the President shall then be elected by the CLASS B director.

6. A director may be removed from office only by a unanimous vote of the directors of the class of Directors to which he or she belongs excluding the affected director.

7. The By-laws of the corporation shall be unanimously adopted by the Board of Directors. The power to alter, amend, or repeal the By-laws shall require a majority vote of each class of directors, voting as a class.

#### **ARTICLE VII DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION**

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article IV hereof. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under Section 501(c)(3) of the code, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(1) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction which Court has jurisdiction over the locality in which the registered office of the Corporation is located. The Court shall determine the assets be disposed of for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes.

**ARTICLE VIII  
REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 46 N. Washington Blvd., Suite 13, in Sarasota County, Florida. The initial registered agent at such address shall be J. Edgar Bailly, who is a resident of Florida, whose business office is identical with such registered office and who is a member of the Florida State Bar.

**ARTICLE IX  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is:

Gerald A. Dechow  
P. O. Box 13606  
10 S. Jefferson Street  
Roanoke, Virginia 24011

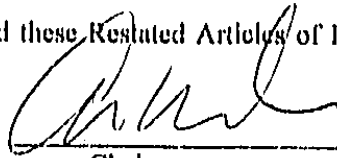
**ARTICLE X  
NO STOCK OR MEMBERS**

This Corporation shall not have stock and shall not have any members.

**ARTICLE XI  
INDEMNIFICATION**

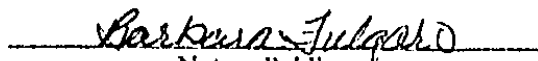
To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Code § 501(c)(3).

IN WITNESS WHEREOF, I have executed these Restated Articles of Incorporation in duplicate on August 26, 1996.

  
Chairman

CITY OF ROANOKE  
COMMONWEALTH OF VIRGINIA, to-wit:

The foregoing instrument was acknowledged before me this 26 day of August, 1996, by Gerald A. Dechow, Chairman of the Board of Directors.

  
Notary Public

My Commission Expires: 2/28/98.



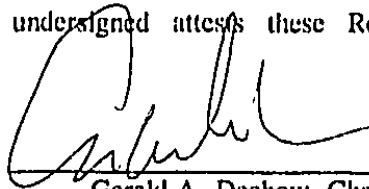
**CERTIFICATE TO  
RESTATED  
ARTICLES OF INCORPORATION  
OF  
CONSTANTCARE CORP.**

FILED  
95 SEP - 3 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Title 36, Chapter 617, Section 617.1007 of the Florida Statutes, as amended, the Chairman of the Board of Directors of the Corporation hereby submits the foregoing restated articles of incorporation and states as follows:

1. The restatement contains an amendment to the articles. The amendment does not require member approval because the corporation is a non-member, non-stock corporation.
2. The Board of Directors has adopted and approved the foregoing restatement.

IN WITNESS WHEREOF, the undersigned attests these Restated Articles of Incorporation.



Gerald A. Dechow, Chairman