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2/12/96 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL IN
DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-000010
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: HOSPICE INTERGRATED HEALTH SERVICES OF DISTRICT I, I
FAX AUDIT NUMBER: H96000002050 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/12/1996 TIME REQUESTED: 16:06:37
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Hospice Intergrated Health Services of Distirct I, Inc.

Article I. Name

The name of this Florida not-for-profit corporation is Hospice Intergrated Health Services of Distirct I, Inc. (the "Corporation").

Article II. Address

The mailing address of the Corporation is:

Hospice Intergrated Health Services of Distirct I, Inc.
10065 Red Run Blvd.
Owings Mills, MD 21117

Article III. Purpose

The Corporation is organized to provide hospice services and to engage in all other lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Tom Panza
Panza Maurer Maynard & Neel
3600 North Federal Highway, 3rd Fl
Ft. Lauderdale, FL 33308

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes.

Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to

Jennifer Graner, Bar # 907091
Panza Maurer Maynard & Neel
3600 North Federal Highway, 3rd Fl
Ft. Lauderdale, FL 33308

EFFECTIVE DATE
2-12-96

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time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Lawrence Cirka
Marc Levin
Marshall Elkins

Article VIII. Incorporator

The name and address of the incorporator is:

Jennifer Graner
Panza Maurer Maynard & Noel
3600 North Federal Highway, 3rd Fl
Ft. Lauderdale, FL 33308

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of February 12, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on February 12, 1996.


By Jennifer Graner
Joseph P. Mata

Jennifer Graner, Bar # 907091
Panza Maurer Maynard & Noel
3600 North Federal Highway, 3rd Fl
Ft. Lauderdale, FL 33308

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Hospice Intergrated Health Services of Distict I, Inc.

REGISTERED AGENT:
Tom Panza
Panza Maurer Maynard & Neel
3600 North Federal Highway, 3rd Fl
Ft. Lauderdale, FL 33308

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Tom Panza
By: Joseph P. Mata

Date: February 12, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jennifer Gracer, Bar # 907091
Panza Maurer Maynard & Neel
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96 AUG 30 AM 10:57
DIVISION OF REGISTRATION

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96 AUG 30 PM 2:40
TALLAHASSEE, FLORIDA
HOSPICE INTEGRATED HEALTH SERVICES
DISTRICT 7, INC.
1022-017

3500

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Hospice Integrated Health Services of
District 7, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
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Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: _____

Hospice Integrated Health Services of District I, Inc.

1b. Date of incorporation February 12, 1996 Document number _____

2. The name and address of the current registered agent and office:

Tom Panza
Panza Mauler Maynard & Noel

3600 N. Federal Highway, Third Floor, Ft. Lauderdale, Florida 33308

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Michael W. Tan
SIGNATURE
3/20/96
DATE

Michael W. Tan, Assistant Secretary
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: A.D. Hamilton
(Registered Agent) A.D. Hamilton
DATE 3/25/96

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

CR2E045 (7-91)

(FLA. - 2194 - 3/4/92)

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