



**HHCS HEALTH GROUP**  
CORPORATE OFFICE

633 E. COLONIAL DRIVE • ORLANDO, FLORIDA 32803  
(407) 898-4427 • 1-800-711-4427 • FAX (407) 897-2108

FILED  
MAR -5 AM 9:00  
TALLAHASSEE, FLORIDA

February 27, 1996

State of Florida  
Dept. of State Div. of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sirs:

500001733545  
-03/06/96--01014--007  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find an original and one copy of the Articles of Incorporation of **Golden Guardians, Inc.**, a Florida not-for-profit corporation, and a check in the amount of \$122.50. Please send a certified copy of these articles for our files when available. If you require additional information, please call me at the telephone number, above.

Thank you. We appreciate your assistance.

Very truly yours,

HHCS HEALTH GROUP

Meryl A. Goldberg, B.A., C.P.H.M.  
Assistant to the President

ARTICLES OF INCORPORATION  
OF  
GOLDEN GUARDIANS, INC.

We, the undersigned, hereby associate ourselves together for the purposes of forming a Corporation Not-for-Profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Golden Guardians, Inc.

ARTICLE II

The objects and purpose of the corporation shall be to provide guardianship services and to do all and any other business which shall, from time to time, be deemed appropriate by the Board of Directors of the corporation and as permitted under the laws of the United States and the State of Florida.

ARTICLE III

This corporation shall have all powers provided by law for corporations not-for-profit, including any and all powers suitable or proper for the accomplishment of any one or more of the purposes of the corporation.

ARTICLE IV

This is a corporation not-for-profit, organized under Chapter 617, Florida Statutes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the corporation shall be authorized to provide reasonable compensation for services rendered.

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No 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue laws), or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the United States Internal Revenue Code of 1954 as amended.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payments of all of the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

The qualification and admission for membership shall be as determined by the Board of Directors in the By-Laws of the corporation, provided that membership shall be extended to those persons who have expressed a desire and willingness to assist in promoting and enhancing the objects and purposes of the corporation.

#### ARTICLE IV

The term of existence of this corporation shall be perpetual, unless sooner dissolved by law.

#### ARTICLE V

The initial street of this corporation shall be 633 East Colonial Drive, Orlando, Florida 32803. The Resident Agent of this corporation shall be Craig Pearlman, Esq., of the law firm of Killgore, Pearlman, Gardner, Feinstein and Stamp, P.A., 201 SOUTH ORANGE AVE. #900, ORLANDO, FL 32801.

#### ARTICLE VI

The name and residence of the initial incorporator is:

N. Lois Adams  
308 Palmway Lane  
Orlando, Florida 32828

#### ARTICLE VII

The names and addresses of the first Board of Directors of the corporation are as follows:

N. Lois Adams  
308 Palmway Lane  
Orlando, Florida 32828

Sandra Newman, C.Ph., Pharm. D.  
1820 Balsawood Court  
Orlando, FL 32818

Meryl A. Goldberg  
12058 Vanilla Court  
Orlando, Florida 32837

Barbara Phillips Hunter  
5420 Blue Tick Drive  
Orlando, Florida 32810

Thomas L. Schuler, M.B.A., C.P.A.  
V.P. Finance/Treasurer  
4060 Palau Drive  
Sarasota, FL 34241

Louis C. Murray, M.D.  
900 S. Delaney St.  
Orlando, FL 32806

#### ARTICLE VIII

The names and addresses of the initial officers of the corporation are as follows:

N. Lois Adams, President/Secretary  
308 Palmway Lane  
Orlando, Florida 32828

Meryl A. Goldberg, Assistant Secretary  
12058 Vanilla Court  
Orlando, Florida 32837

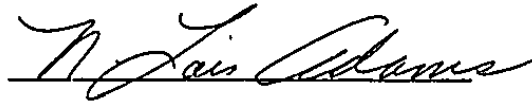
Thomas L. Schuler, M.B.A., C.P.A.  
V.P. Finance/Treasurer  
4060 Palau Drive  
Sarasota, FL 34241

Louis C. Murray, M.D.  
V.P. Medical Services  
900 S. Delaney St.  
Orlando, FL 32806

#### ARTICLE XI

The Articles of Incorporation or By-Laws may be altered, amended or repealed and new Articles or By-Laws adopted by a two-thirds majority vote of the Directors or a two-thirds majority vote of the voting members of the corporation present at any annual meeting or a duly summoned special meeting.

IN WITNESS WHEREOF, the above Incorporator does hereby sign her name for the purpose of forming a corporation not-for-profit as hereinabove set forth and for the purposes herein expressed.

A handwritten signature in cursive script, reading "N. Lois Adams", written over a horizontal line.

N. Lois Adams, President/Secretary

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Golden Guardians, Inc.

(must include suffix)

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561122-5 AM 9:10  
TALLAHASSEE, FLORIDA

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

Craig Pearlman, Esq.

c/o Killgore, Pearlman, Gardner, Ornstein & Stamp, P.A.

201 S. Orange Ave #900

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Orlando, FL 32801

(CITY/STATE/ZIP)

*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.*



(SIGNATURE)

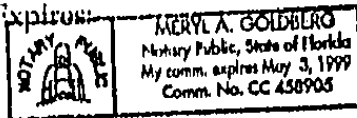
2/23/96

(DATE)

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned authority appeared N. Lois Adams and here executed the foregoing Articles of Incorporation.

My Commission Expires:



*Meryl A. Goldberg*  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned authority appeared CRIG S. PEARSON,  
Florida Bar No. 245501, who accepts the designation of Resident Agent of  
said corporation.

My Commission Expires:



*Meryl A. Goldberg*  
NOTARY PUBLIC