

# N96000006614

12/31/96

Electronic Filing Audit Record

12/31/96

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Doc Id: 076215000176 Account: 076215000176 Sub-account:

Document Type: FIELD

Total Pages: 6

Corporate Name: HIA VENTURES, INC.

Requested Copy: 1

Certificate of Status:

Fax Phone Number: (407) 278-9462

Request Date: 12/06/96 Time: 09:16:27

Delivery Method: F

Fax Id: 606000057801 2

Estimated Charges: \$122.50

Capital Cost: \$0.00

Out. Increase: 10.00

DeReason:

Use Year:

501(3)(C) STATUS:

Corp Status:

Total Corps:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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696A-57801  
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12/31/96

N96000006614

December 6, 1996

STRAWN & MONAGHAN, P.A.

SUBJECT: HFA VENTURES, INC.  
REF: W96000025653

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the name as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

CONFLICTS WITH F95000022825, HFA VENTURES, INC., FILED 03/21/95, WEST PALM BEACH, FL.

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) 487-6933.

Dana Calloway

FAX Aud. #: H96000017132

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34-022-0100 DEC 30, 1996

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STROM MONROE COHEN

14/00 P1, Dept. of State p2 /2

NO.009

P.2

Document Specialist

Letter Number: 396A00054839

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## ARTICLES OF INCORPORATION

OF

HFA VENTURES, INC.

A Florida Not For Profit Corporation

Pursuant to Section 617.013 of the Florida Statutes, the undersigned Incorporator of HFA Ventures, Inc., adopts the following Articles of Incorporation of said Corporation:

### ARTICLE I.

#### Name

The name of the Corporation shall be: HFA Ventures, Inc.

### ARTICLE II.

#### Purpose

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer or individual.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (3), or by a corporation qualified as a public charity under Section 509(a) (1), of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "Code").

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation is to home care infusion services and related home health services, together with such educational instruction and related business activities as, in the opinion of the Board of Trustees, may be necessary; provided, however, that the Corporation shall

Timothy E. Monaghan, Esq.  
Strawn, Monaghan & Cohen, P.A.  
64 NE Fourth Avenue  
Delray Beach, FL 33483  
(561) 278-9400  
FBN: 888871

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not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to the not-for-profit corporations which comprise the membership of the Corporation. In the event that such corporations do not qualify to receive, are not then in existence, or to the extent that they may be prohibited by state law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not for profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction 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 for such purposes.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Internal Revenue Code Section 501(h), and no part of the activities shall be participating in, or intervening in, any political campaign on behalf of any candidate for public office."

### ARTICLE III

#### Powers

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

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ARTICLE IV.

Members

The members of the Corporation shall be:

St. Mary's Hospital, Inc.  
Good Samaritan Hospital, Inc.  
Bethesda Memorial Hospital, Inc.  
Coastal Care Corp., Inc.

ARTICLE V.

Term

The term of the Corporation shall be perpetual.

ARTICLE VI.

Incorporator

The name and address of the Incorporator of the Corporation and subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Timothy E. Monaghan	54 NE Fourth Avenue Delray Beach, FL 33483

ARTICLE VII.

Trustees

7.1 Number

The affairs of the Corporation are to be managed by a Board of Trustees consisting of no less than three (3) and no more than twelve (12) members, the exact number of Trustees to be specified in the Bylaws of the Corporation.

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7.2 Composition, Election and Tenure.

The Trustees of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

7.3 Powers.

The Board of Trustees shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

7.4 Initial Board.

The names and addresses of the members of the first Board of Trustees who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Robert B. Taylor, Jr.	Bethesda Memorial Hospital, Inc. 2815 South Seacrest Boulevard Boynton Beach, FL 33435
Caroline Wesenberg	Intracoastal Health Systems, Inc. 901 45th Street West Palm Beach, FL 33407
Ivins Steinhauer	Coastal Care Corporation Post Office Box 9010 Stuart, FL 34995

ARTICLE VIII.

Bylaws

The Bylaws of the Corporation shall be adopted, altered, amended or repealed only by vote of at least a majority of the members of the Board of Trustees of this Corporation with the concurrence of its members, St. Mary's Hospital, Inc., Good Samaritan Hospital, Inc., Bethesda Memorial Hospital, Inc., and Coastal Care Corp., Inc.

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ARTICLE IX.Amendments

Amendments to these Articles of Incorporation may be made and adopted only by a vote of at least sixty-five percent (65%) of the members of the Board of Trustees of this Corporation with the concurrence of its members, St. Mary's Hospital, Inc., Good Samaritan Hospital, Inc., Bethesda Memorial Hospital, Inc., and Coastal Care Corp., Inc. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

ARTICLE X.Registered Agent, Registered Office  
and Principal Place of Business

The address of the registered office of the Corporation is 54 NE Fourth Avenue, Delray Beach, FL 33483.

The registered agent at that address is Timothy E. Monaghan.

The principal office, as well as the mailing address of the Corporation, is 5325 Greenwood Road, Suite 305, West Palm Beach, FL 33407.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of October, 1996.

  
Timothy E. Monaghan, Incorporator  
and Registered Agent

STATE OF FLORIDA       )  
                                  )ss: -  
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Timothy E. Monaghan, who is/are personally known to me or who has produced as identification and who did not take an oath.

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WITNESS my hand and official seal in the County and State last aforesaid this  
16th day of October, 1996.

Susan J. Mahns  
Notary Public

Print Name: Susan J. Mahns

My Commission Expires:



SUSAN J. MAHNS  
My Comm Exp. 1/31/97  
Bonded by Service Ins  
No. CC249688  
☒ Notarially Known ☐ Other L.A.

WRITTEN ACCEPTANCE BY THE REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for HFA Ventures, Inc.

Timothy E. Monaghan  
Timothy E. Monaghan, Registered Agent

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August 27, 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 31 AM 10:03

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DEC. 30, 1996

2:17PM

STRAVIN MONAGHAN COHEN

NO.009

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IN THE CIRCUIT COURT OF THE FIFTEENTH  
JUDICIAL CIRCUIT OF FLORIDA IN AND FOR  
PALM BEACH COUNTY.

CIVIL DIVISION

CASE NO. CL 96009297 AG

IN RE: HFA VENTURES, INC.

=====

**ORDER FOR CHANGE OF CORPORATE STATUS FROM  
FOR PROFIT TO NON-PROFIT PURSUANT TO F.S. 817.1805**

On the Petition of HFA VENTURES, INC., a Florida for profit corporation, the Court finds that the material allegations are true; the proposed Articles of Incorporation and Resolution and Consent of the Board of Directors and Shareholders of Petitioner are in proper form and good cause has been shown to change the corporate status of HFA VENTURES, INC., from a corporation for profit to that of a corporation not for profit; it is

ADJUDGED that:

1. The Articles of Incorporation and Resolution and Consent attached hereto as Petitioner's Exhibit "A" and "B" are hereby approved and endorsed by the Court;
2. Petitioner's request that the corporate nature of HFA VENTURES, INC., be changed from a corporation for profit to that of a corporation not for profit pursuant to the authority F. S. 817.1805 is hereby granted;
3. That such corporation not for profit shall succeed to the rights, liabilities and assets of the corporate predecessor.

ORDERED this \_\_\_\_ day of \_\_\_\_\_, 1996.

**SIGNED & DATED**

DEC 05 1996

Circuit Judge  
Judge Thomas E. Sholts

Copies to:

TIMOTHY E. MONAGHAN, ESQUIRE  
54 N. E. 4th Avenue  
Delray Beach, FL 33483

#1 K:\WORK\DOCUMENTS\000001\ORDER\HFA  
December 4, 1996

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ARTICLES OF INCORPORATION

OF

HFA VENTURES, INC.

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Name

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(561) 278-9400  
FBN: 699871



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not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to the not-for-profit corporations which comprise the membership of the Corporation. In the event that such corporations do not qualify to receive, are not then in existence, or to the extent that they may be prohibited by state law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not for profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction 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 for such purposes.

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#### ARTICLE IV.

##### Members

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St. Mary's Hospital, Inc.  
Good Samaritan Hospital, Inc.  
Bethesda Memorial Hospital, Inc.  
Coastal Care Corp., Inc.

#### ARTICLE V.

##### Term

The term of the Corporation shall be perpetual.

#### ARTICLE VI.

##### Incorporator

The name and address of the Incorporator of the Corporation and subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Timothy E. Monaghan	54 NE Fourth Avenue Delray Beach, FL 33483

#### ARTICLE VII.

##### Trustees

##### 7.1 Number

The affairs of the Corporation are to be managed by a Board of Trustees consisting of no less than three (3) and no more than twelve (12) members, the exact number of Trustees to be specified in the Bylaws of the Corporation.

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## 7.4 Initial Board.

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<u>Name</u>	<u>Address</u>
Robert B. Taylor, Jr.	Bethesda Memorial Hospital, Inc. 2815 South Seacrest Boulevard Boynton Beach, FL 33435
Caroline Wesenberg	Intracoastal Health Systems, Inc. 801 45th Street West Palm Beach, FL 33407
Ivins Steinhauer	Coastal Care Corporation Post Office Box 8010 Stuart, FL 34995

## ARTICLE VIII.

### Bylaws

The Bylaws of the Corporation shall be adopted, altered, amended or repealed only by vote of at least a majority of the members of the Board of Trustees of this Corporation with the concurrence of its members, St. Mary's Hospital, Inc., Good Samaritan Hospital, Inc., Bethesda Memorial Hospital, Inc., and Coastal Care Corp., Inc.

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## ARTICLE IX.

Amendments

Amendments to these Articles of Incorporation may be made and adopted only by a vote of at least sixty-five percent (65%) of the members of the Board of Trustees of this Corporation with the concurrence of its members, St. Mary's Hospital, Inc.; Good Samaritan Hospital, Inc.; Bethesda Memorial Hospital, Inc., and Coastal Care Corp., Inc. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

## ARTICLE X.

Registered Agent, Registered Office  
and Principal Place of Business

The address of the registered office of the Corporation is 54 NE Fourth Avenue, Delray Beach, FL 33483.

The registered agent at that address is Timothy E. Monaghan.

The principal office, as well as the mailing address of the Corporation, is 5325 Greenwood Road, Suite 305, West Palm Beach, FL 33407.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of October, 1996.

  
Timothy E. Monaghan, Incorporator  
and Registered Agent

STATE OF FLORIDA )

)ss: -

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Timothy E. Monaghan, who is/are personally known to me or who has produced as identification and who did not take an oath.

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((H96000017132 7))

WITNESS my hand and official seal in the County and State last aforesaid this  
16th day of October, 1996.

Susan J. Mahns  
Notary Public

Print Name: Susan J. Mahns

My Commission Expires:



SUSAN J. MAHNS  
My Comm Exp. 1/31/97  
Bonded By Service Inc  
No. CC249688  
☒ Personally Known ☐ Other

WRITTEN ACCEPTANCE BY THE REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for HFA Ventures, Inc.

Timothy E. Monaghan  
Timothy E. Monaghan, Registered Agent

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August 27, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## RESOLUTION AND CONSENT

WRITTEN ACTION OF THE BOARD OF DIRECTORS  
AND SHAREHOLDERS  
OF HFA VENTURES, INC.

The undersigned, being a majority of the Board of Directors and all the shareholders of HFA VENTURES, INC., (the "Corporation") hereby takes the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Florida Statutes §607.0704, as follows:

WHEREAS, the original filing of the corporate documentation, the Articles of Incorporation were prepared as a for profit corporation entity and HFA VENTURES, INC., has been operating as not for profit entity and its tax related forms have been filed on that basis; and

WHEREAS, it is the recommendation of the Board of Directors that HFA VENTURES, INC.'s, corporate nature be changed to a corporation not for profit.

RESOLVED, that the following resolution adopted by a majority of the Board of Directors and all the Shareholders be and it is hereby is in all respects approved:

"Resolved, that the corporate nature of HFA Ventures, Inc., be changed to a corporation not for profit;

"Further resolved, that such corporation not for profit shall assume, and agrees to pay, all of HFA Ventures, Inc., a corporation for profit, indebtednesses and liabilities;

"Further resolved, all property of predecessor corporation shall become the property of the not for profit corporation;

"Further resolved, Robert B. Taylor, Jr. is hereby authorized to execute any and all documents, including, but not limited to, petition or articles to change the corporate nature of HFA Ventures, Inc., to a not for profit corporation.

WE THE UNDERSIGNED HEREBY CERTIFY that there is no provision of the Article or Bylaws of said corporation limiting the powers of the Board of Directors and the Shareholders to pass the foregoing Resolution and Consent and that the same is in conformity with the provisions of said Articles and Bylaws.

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IN WITNESS WHEREOF the Board of Directors and all the Shareholders have  
subscribed this 29th day of March, 1996.

WITNESSES:

Carolyn J. Monahan

ST. MARY'S HOSPITAL, INC.

By: Phillip C. Datcher

Member, Board of Directors and Shareholder

Carolyn J. Monahan

GOOD SAMARITAN HOSPITAL, INC.

By: Phillip C. Datcher

Member, Board of Directors and Shareholder

Tracy Monahan

BETHESDA MEMORIAL HOSPITAL, INC.

By: David B. Taylor

Member, Board of Directors and Shareholder

Leslie Gluckman

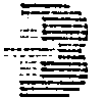
COASTAL CARE CORP., INC.

By: Leslie Gluckman

Member, Board of Directors and Shareholder

NOTE: The foregoing constitute all the  
Shareholders of HFA Ventures, Inc., a Florida  
for-profit corporation.

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Bethesda Healthcare System

N96000006614

April 29, 1997

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: HFA Ventures, Inc.  
Document Number N96000006614

Gentlemen/Ladies:

Please be advised that effective immediately the mailing address for the above referenced entity (HFA Ventures, Inc.) is as follows:

HFA Ventures, Inc.  
c/o Intracoastal Health Systems, Inc.  
P.O. Box 3166  
West Palm Beach, FL 33402-3166

If you should have any further questions, please do not hesitate to contact me (561) 737-7733, extension 4544.

Sincerely,

Joanne I. Aquilina  
Assistant Controller

JS 5/5