

# N98000002393

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April 16, 1998

Secretary of State  
Division of Corporations  
Department of State  
409 E. Gains Street  
Tallahassee, Florida 32399  
**Attn: Amendments Division**

*Conversion*

900002500639--7  
-04/27/98--01001--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

900002500639--7  
-04/27/98--01001--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Incorporation for Visiting Nurse Community Care, Inc.

Dear Madam or Sir:

Enclosed for filing is a certified copy of the Final Judgment on Verified Petition for Change of Status Pursuant to Florida Statute 617.1805 along with the attached Articles of Incorporation for Visiting Nurse Community Care, Inc. These Articles will change the status of this corporation from a "for profit" to a "not for profit" corporation. Also enclosed is this firm's check in the amount of \$35.00, which represents your filing fee.

Thank you for your assistance in this matter and should you have any questions, or should you require additional information, please contact me immediately. Feel free to call our office collect if necessary.

**Also please acknowledge receipt of this letter and the enclosure using the copy of this letter also enclosed herewith and return to me using the envelope provided herein.**

FILED

98 APR 17 PM 1:25

DBE/shb

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DBE*  
*4/24/98*

Very Truly Yours,

WACKEEN, CORNETT, GOOGE & ROSS, P. A.

*David B Earle*  
David B. Earle, Esq. *DB*

RECEIVED  
8 APR 17 AM 10:12  
DIVISION OF CORPORATIONS

MARSHA STALLER  
CLERK OF CIRCUIT COURT  
MARTIN CO., FL

RECORDED & VERIFIED  
BY 20 D.C.

01288574

98 APR -1 PM 4:05

IN THE CIRCUIT COURT OF  
THE NINETEENTH JUDICIAL  
CIRCUIT, IN AND FOR MARTIN  
COUNTY, FLORIDA.

IN RE:

CASE NO.: 98-153-CA

VISITING NURSE COMMUNITY  
CARE, INC.,

Petitioner.

**FINAL JUDGMENT ON VERIFIED PETITION FOR CHANGE  
OF STATUS PURSUANT TO FLORIDA STATUTE 617.1805**

**THIS MATTER**, having come before the Court upon the Petition for Change of Status Pursuant to Section 617.1805, Fla. Stat. (1995), and seeking a change in status to a corporation not for profit, and the Court having heard from counsel and being otherwise fully advised in the premises, hereby

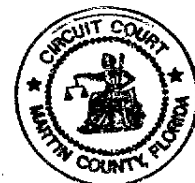
**FINDS and DETERMINES** that the Petition conforms with Section 617.1805, et. seq., Fla. Stat. (1995). A copy of the endorsed Articles of Incorporation is attached hereto. It is therefore

**ORDERED AND ADJUDGED** that the Petition for Change of Status Pursuant to Florida Statute 617.1805 is hereby GRANTED.

**DONE AND ORDERED** at Stuart, Martin County, Florida on this 28<sup>th</sup> day of March, 1998.

  
LARRY SCHACK  
CIRCUIT COURT JUDGE

cc: David B. Earle, Esq., P.O. Box 66, Stuart, Florida 34995



**ARTICLES OF INCORPORATION  
OF  
VISITING NURSE COMMUNITY CARE, INC.**

**FILED**

**98 APR 17 PM 1:26**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is VISITING NURSE COMMUNITY CARE, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 2400 S.E. Monterey Road, Stuart, Florida 34996. The mailing address of the Corporation is 2400 S.E. Monterey Road, Stuart, Florida 34996. Florida.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is to:

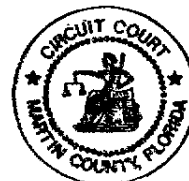
(1) To provide skilled nursing care, other therapeutic services and health guidance to individuals and families without regard to race, color, creed or ability to pay; to assist in establishing policies governing home health service and to assist in developing a cooperative health program with public health agencies in Florida;

(2) To exercise all lawful purposes and powers set forth in the Florida Not for Profit Corporation Act which furthers the goals, objectives and purpose set forth herein;

(3) 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 in a manner consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. The corporation shall have the right to exercise all of the powers granted by the laws of the State of Florida to corporations not for profit. The foregoing clauses shall not be held or construed in any way to limit or restrict the powers of this Association.

**ARTICLE IV - MEMBERS AND DIRECTORS**

The manner of election of the directors of the Corporation shall be set forth in the bylaws. The Corporation will have members. The bylaws of the Corporation contain provisions relating to qualification for membership, the rights of members and other such matters.



## ARTICLE V - CORPORATE POWERS

The corporate powers of this corporation are those provided within Chapter 617, Florida Statutes, as amended from time to time, and specifically including those set forth in Section 617.0302, Florida Statutes (1995).

## ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State, together with these articles of incorporation, the name and address of the initial registered agent for the Corporation is Donald R. Crow, 2400 S.E. Monterey Road, Stuart, Florida 34996.

## ARTICLE VII - INCORPORATORS

The name and street address of the incorporator is as follows:


Donald R. Crow  
2400 S.E. Monterey Road  
Stuart, Florida 34996.

## ARTICLE VIII - DURATION

This corporation shall continue in existence until dissolved by an Order issued by a court of competent jurisdiction or until otherwise dissolved in accordance with Florida law. Upon dissolution, all assets remaining after discharging all debt, shall be distributed to one or more non-profit corporations qualified under Section 501(c) of the Internal Revenue Code, as amended.

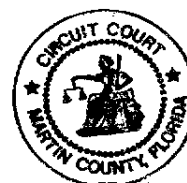
The undersigned have executed these Articles of Incorporation this 26 day of January, 1998.

Signed:

  
Donald R. Crow

## ORDER APPROVING ARTICLES OF INCORPORATION AND CONVERSION TO CORPORATION NOT FOR PROFIT

THIS MATTER, having come before the Court upon the Petition of VISITING  
NURSE COMMUNITY CARE, INC., pursuant to Section 617.1805<sup>1805</sup>, Fla. Stat. (1995), and



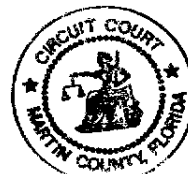
seeking a change in status to a corporation not for profit, and the Court being fully advised in the premises, hereby

FINDS and DETERMINES that the Petition and proposed Articles of incorporation are presented to this Court in the proper form, it is therefore

ORDERED AND ADJUDGED all of the property of the petitioning corporation <sup>now</sup> ~~shall~~ become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation.

~~AND ORDERED~~  
DONE ~~at~~ at Stuart, Martin County, Florida on this 28<sup>th</sup> day of MARCH, 1998.

  
LARRY SCHACK  
CIRCUIT COURT JUDGE



CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 607.0601, SECRETARY OF STATE  
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: VISITING NURSE COMMUNITY CARE,  
INC.
2. The name and address of the registered agent and office is:

Donald R. Crow  
2400 S.E. Monterey Road  
Stuart, Florida 34996.

Having been named to accept service of process for the above stated corporation,  
at the place designated in this certificate, and being familiar with, I hereby accept the  
obligations of that position and 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.

Dated this 26th day of January, 1998.

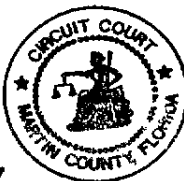
Donald R. Crow  
(Signature)

1-26-98  
(Date)

STATE OF FLORIDA  
MARTIN COUNTY

THIS IS TO CERTIFY THAT THE  
FOREGOING 5 PAGES IS A TRUE  
AND CORRECT COPY OF THE ORIGINAL.

MARSHA STILLER, CLERK  
BY [Signature] D.C.  
DATE 1-16-98



LAST  
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