

TRANSMITTAL LETTER

**P00000009307**

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

**SUBJECT:** ELDER CARE MANAGEMENT BY MALLOY & ASSOCIATES, INC  
(Proposed corporate name - must include suffix)

700003093317--3  
-01/10/00--01095--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** SHEILA L. MALLOY  
Name (Printed or typed)

4712 COUNTRY OAKS BLVD, #  
Address

SARASOTA FL 34243  
City, State & Zip

(941) 358 5345  
Daytime Telephone number

FILED  
00 JAN 27 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE: Please provide the original and one copy of the articles.**

T. Burch JAN 27 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 18, 2000

SHEILA L MALLOY  
4712 COUNTRY OAKS BLVD  
SARASOTA, FL 34243

SUBJECT: ELDER CARE MANAGEMENT BY MALLOY & ASSOCIATES, INC.  
Ref. Number: W00000001300

We have received your document for ELDER CARE MANAGEMENT BY MALLOY & ASSOCIATES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 400A00002263

ARTICLES OF INCORPORATION  
OF  
**ELDER CARE MANAGEMENT BY MALLOY &  
ASSOCIATES, INC.**

(a Florida corporation)

**ARTICLE I - NAME**

The name of the Corporation is **ELDER CARE MANAGEMENT BY MALLOY & ASSOCIATES, INC.** (hereinafter, the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 4712 Country Oaks Blvd., Sarasota, FL 34243.

**ARTICLE III - SHARES**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is FIVE HUNDRED THOUSAND (500,000) shares of common stock, par value \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the Corporation is 4712 Country Oaks Blvd., Sarasota, FL 34243. The name of the initial registered agent of the Corporation at that address is SHEILA L. MALLOY.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are: SHEILA L. MALLOY, is 4712 Country Oaks Blvd., Sarasota, FL 34243.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors ( the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation is as follows:

SHEILA L. MALLOY

FILED  
00 JAN 27 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except: (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (IV) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

## **ARTICLE IX - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

## **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of **ELDER CARE MANAGEMENT BY MALLOY & ASSOCIATES, INC.** this 20 day of January, 2000.

  
**SHEILA L. MALLOY**  
Incorporator

**CONSENT OF REGISTERED AGENT OF ELDER CARE MANAGEMENT BY  
MALLOY & ASSOCIATES, INC.**

The undersigned, **SHEILA L. MALLOY**, having been named as registered agent and to accept service of process for the 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.

  
**SHEILA L. MALLOY**  
Registered Agent