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**J. MICHAEL ROONEY**

**ATTORNEY AT LAW**

Post Office Box 510400  
306 East Olympia Avenue  
Punta Gorda, Florida 33951-0400

**MAILING ADDRESS:**

Post Office Box 510400  
Punta Gorda, Florida 33951-0400

Phone: (941) 639-2591

Fax: (941) 639-3634

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: HANDS FOR HOMECARE, INC.

100003172581--4  
-03/16/00--01064--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation for the HANDS FOR HOMECARE, INC. Also enclosed is our check in the amount of \$70.00 for the filing fee and registered agent fee.

Would you please send the copy of the Articles back to us with the Article Number with the date of filing for our files.

Very truly yours,

  
J. MICHAEL ROONEY

JMR:gg  
enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**HANDS FOR HOMECARE, INC.**

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**THE UNDERSIGNED**, acting as Incorporator of a corporation, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

**HANDS FOR HOMECARE, INC.**

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

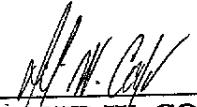
This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The initial registered office of the corporation is 26071 Seminole Lakes Boulevard, Punta Gorda, Florida 33955; and the name of its initial Registered Agent is **DAVID W. COOPER**, whose mailing address is 26071 Seminole Lakes Boulevard, Punta Gorda, Florida 33955. The mailing address of the corporation is 26071 Seminole Lakes Boulevard, Punta Gorda, Florida 33955.

I hereby accept designation as Resident Registered Agent, act in this capacity, and to agree to comply with the provisions of said act relative to keeping open said office.

Dated: March 15, 2000

  
\_\_\_\_\_  
**DAVID W. COOPER**

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in

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such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

#### VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### IX.

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

<u>NAME</u>	<u>ADDRESS</u>
<b>DAVID W. COOPER</b>	26071 Seminole Lakes Boulevard Punta Gorda, Florida 33955
<b>SUSAN E. COOPER</b>	26071 Seminole Lakes Boulevard Punta Gorda, Florida 33955
<b>STEVEN R. SMITH</b>	26060 Seminole Lakes Boulevard Punta Gorda, Florida 33955
<b>GEORGENE E. SMITH</b>	26060 Seminole Lakes Boulevard Punta Gorda, Florida 33955

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

#### X.

The first President of the corporation shall be **DAVID W. COOPER**, and the first Secretary/Treasurer shall be **STEVEN R. SMITH**. Said Officers shall, likewise, hold

office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
<b>DAVID W. COOPER AND SUSAN E. COOPER</b> Husband and Wife	26071 Seminole Lakes Blvd. Punta Gorda, Florida 33955	50	\$500.00
<b>STEVEN R. SMITH AND GEORGENE E. SMITH,</b> Husband and Wife	26060 Seminole Lakes Blvd. Punta Gorda, Florida 33955	50	\$500.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this

corporation.

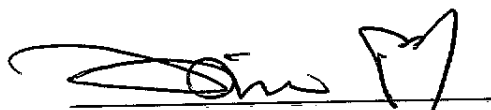
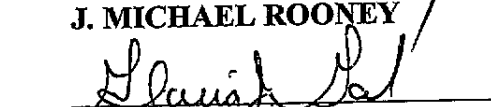
XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>th</sup> day of March, 2000.

  
J. MICHAEL ROONEY  
  
GLORIA J. GAL

  
DAVID W. COOPER, Incorporator

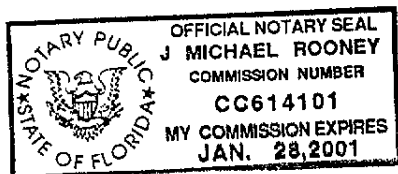
STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 15<sup>th</sup> day of March, 2000, by **DAVID W. COOPER**, Incorporator, who is personally known to me, or who has produced Fla. DL # as identification.

C160 179-45-010-0

My commission expires:

  
J. MICHAEL ROONEY, Notary Public  
State of Florida at Large



  
J. MICHAEL ROONEY

  
GLORIA J. GAL

  
STEVEN R. SMITH, Incorporator

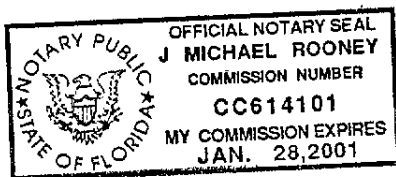
STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 15<sup>th</sup> day of March, 2000, by **STEVEN R. SMITH**, Incorporator, who is personally known to me, or who has produced Gen D.L. # as identification.

5530-796-46-402-0

My commission expires:

  
J. MICHAEL ROONEY, Notary Public  
State of Florida at Large



  
J. MICHAEL ROONEY

  
GLORIA J. GAL

  
SUSAN E. COOPER, Incorporator

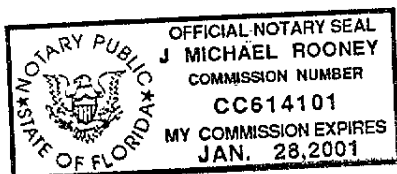
STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 15<sup>th</sup> day of March, 2000, by **SUSAN E. COOPER**, Incorporator, who is personally known to me, or who has produced Gen D.L. # as identification.

C160-785-44-881-0

My commission expires:

  
J. MICHAEL ROONEY, Notary Public  
State of Florida at Large



J. Michael Rooney  
J. MICHAEL ROONEY

Gloria J. Gal  
GLORIA J. GAL

Georgene E. Smith  
GEORGENE E. SMITH, Incorporator

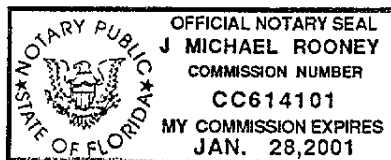
STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 15<sup>th</sup> day of March, 2000, by **GEORGENE E. SMITH**, Incorporator, who is personally known to me, or who has produced Fla. D.L.# as identification.

SS38-285-92-679

My commission expires:

J. Michael Rooney  
J. MICHAEL ROONEY, Notary Public  
State of Florida at Large



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