

PO000011943

Requester's Name

Address

UN Limited Home Care
1872 N. Federal Hwy
Boynton Beach, Fl 33435

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
Life Care Management of South Florida, Inc.**

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ARTICLE I. - CORPORATE NAME

The name of this corporation is Life Care Management of South Florida, Inc.

ARTICLE II. - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is primarily to provide court appointed guardianship for incapacitated persons and/or property. Also to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V. - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Mereline N. Brown, 6874 S. Congress Ave. Lantana, Florida 33462.

ARTICLE VI. - BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one, nor more than nine.

ARTICLE VII. - INITIAL DIRECTOR

The name of the initial Director of this Corporation and her street address is: Mereline N. Brown, 6874 S. Congress Ave. Lantana, Florida 33462

The person named as initial Director shall hold office for the first year of the existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. - CORPORATE ADDRESS

The corporate address of the Corporation shall be: 1872 N. Federal Highway Boynton Beach, Florida 33435.

ARTICLE IX. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Mereline N. Brown, 6874 S. Congress Ave., Lantana, Florida 33462

ARTICLE X. - VOTING RIGHTS

Except as provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE XI. - PREEMPTIVE RIGHTS

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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII. - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite his or her name:

Mereline N. Brown	1000 Shares
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders, if any, or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XIV. - CUMULATIVE VOTING

At each election for Directors every shareholder intitled to vote at such election shall have the right to cumulated his votes by giving one candidate as many votes as the number of Directors to be elected at that multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XV. - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XVI. - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation, duly called as provided by the Bylaws or law.

ARTICLE XVII. - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The Shareholders may by vote of 100% of the Shareholders at a duly called shareholders meeting, elect that all corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation rather than by the Board of Directors. Once that election is made by 100% of the shareholders, any act authorized by 51% of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be an act of the Shareholders.

ARTICLE XVIII. - DIRECTOR QUORUM AND VOTING

Two-Thirds (2/3rds) of the total Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of two-thirds (2/3rds) of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE XIX. - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.


ARTICLE XX. - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent provided by law.

ARTICLE XXI. - AMENDMENT

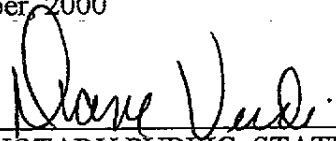
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stock holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 27 day of November, 2000.


Mereline N. Brown

STATE OF FLORIDA)
: SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared Mereline Brown to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation this 11 27 00 day of November, 2000


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

MY COMMISSION EXPIRES:
(5) May 7, 2001



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 Life Care Management of South Florida, Inc.
2. The name and address of the Registered Agent and office is Mereline N. Brown.
6874 S. Congress Ave., Lantant, Florida 33462

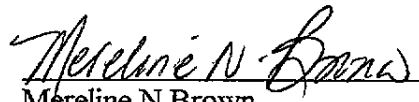
Life Care Management of South Florida, Inc.


Mereline N. Brown

Title: Incorporator

Date: 11/27/00

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 of Registered Agent.


Mereline N. Brown

Date: 11/27/00