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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ADULT DAY CARE OF HIALEAH, INC.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

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4. (Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADULT DAY CARE OF HIALEAH, INC.

The undersigned, for the purpose of forming a corporation under the law of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be: ADULT DAY CARE OF HIALEAH, INC.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. Operate adult day cares as per State of Florida regulations.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and executed such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares or the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock,
6. To engage in any activities or business permitted under the laws of the United States and Florida.
7. To do such other things as are incidental to the foregoing or necessary or desirable to order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have \$1.00 par value.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial and principal/registered office of the corporation and the name of its initial registered agent at such address is:

Franz A. Arango
7300 S.W. Miller Drive
Miami, Florida 33155

ARTICLE SIX

INCORPORATORS

The name and address of each incorporator is:

Carmen Barros Arango CEO President
4148 West 12th Avenue.
Hialeah, Fla. 33012

ARTICLE SEVEN

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the new stock is offered to others.

ARTICLE EIGHT

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE NINE

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED, have made and subscribed these Articles of Incorporation at Miami, Dade County, Florida on the 21 day of JUNE 2001.


CARMEN BARROS ARANGO
CEO President

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ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designed in these Articles I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated June 21 2001.

Franz A. Arango
FRANZ A. ARANGO
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **CARMEN BARROS ARANGO**, to me known to be the person described as subscriber in and who executed the foregoing described Articles of Incorporation, and she acknowledged before me that she subscribed her name thereto for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 21 day of June 2001.

Tania Rabasa
NOTARY PUBLIC, State of Florida
My commission Expires:

