

PO2000078212

Richard Benton (Canin)
Requestor's Name

1415 E Piedmont Drive
Address

Tallah. FL 297-0900
City/State/Zip Phone #

Office Use Only

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 JUL 18 PM 1:32

FILED

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

1. P & D Operations, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

DIVISION OF CORPORATION

02 JUL 18 PM 1:55

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

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67-18-02
Examiner's Initials

3

ARTICLES OF INCORPORATION
OF
P & D OPERATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of incorporating P & D OPERATIONS, INC. (the "Corporation"), under the laws of the State of Florida.

ARTICLE ONE - NAME

The name of the corporation is P & D OPERATIONS, INC.

ARTICLE TWO - PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office shall be located at 8308 Innisbrook Drive, Tallahassee, Florida 32312, and its mailing address shall be 8308 Innisbrook Drive, Tallahassee, Florida 32312.

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE FOUR - GENERAL PURPOSE OF CORPORATION

The purpose for which this corporation is organized is to offer, perform and sell non-medical, in-home companion care services under the trade name "Home Helpers®" pursuant to a franchise agreement with H.H. Franchising Systems, Inc., and to do all things necessary and instant thereto and for no other purpose.

ARTICLE FIVE - CAPITAL STOCK

The maximum number of shares of any equity security that the corporation is authorized to have outstanding at any time shall be as follows:

Common Stock - One thousand (1,000) shares of common stock. The whole or any part of the common stock of the corporation shall be payable in lawful money of the

United States of America, or in property, labor or services at a just valuation to be fixed by the Board of Directors in its sole discretion.

ARTICLE SIX – REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and the street address of the initial registered office of the corporation shall be:

Richard E. Benton, Esquire
1415 East Piedmont Drive
Suite 4
Tallahassee, Florida 32308

The Board of Directors may move the registered office to any other address in the State of Florida.

ARTICLE SEVEN - INDEMNIFICATION

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

ARTICLE EIGHT - DIRECTORS

The corporation shall initially have two (2) directors. The number of directors may be increased or decreased by the Board of Directors, as expressed in the corporation's Bylaws, but shall never be less than one (1). A director is not required to meet any qualifications other than those required by the laws of the State of Florida. The name and addresses of the initial directors is as follows:

Patrick J. Schmidt
8308 Innisbrook Drive
Tallahassee, Florida 32312

Dana A. Schmidt
8303 Innisbrook Drive
Tallahassee, Florida 32312

ARTICLE NINE - INCORPORATORS

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

Patrick J. Schmidt
8308 Innisbrook Drive
Tallahassee, Florida 32312

ARTICLE TEN - PREEMPTIVE RIGHTS

All holders of the corporation's common stock shall have preemptive rights with respect to any stock, regardless of class or series, issued by the corporation subsequent to the date on which any such shareholder purchased his shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his proportionate ownership interest in the corporation will remain the same.

ARTICLE ELEVEN - BYLAWS

The Board of Directors shall have the power to adopt and amend bylaws for the corporation.

ARTICLE TWELVE - AMENDMENT

The Articles of Incorporation may be amended as provided under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 18 day of July, 2002.

Patrick J. Schmidt
PATRICK J. SCHMIDT

**CERTIFICATE
OF
ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT OF
P & D OPERATIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial registered agent for the service of process within the State of Florida, does hereby accept the appointment as such registered agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the registered office which is located at:

1415 East Piedmont Drive
Suite 4
Tallahassee, Florida 32308

The registered agent further acknowledges that he is familiar with and accepts the obligations of serving as registered agent.

IN WITNESS WHEREOF, I, such designated registered agent, have hereunto set my hand and seal at Tallahassee, Leon County, Florida, this 18 day of July, 2002.



RICHARD E. BENTON