

PO300000 5670

Page 1 of 2

Florida Department of State
Division of Corporations
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((H03000020435 1))

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Division of Corporations
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Account Number : T19990000150
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*** Revised ***

Brenda K. Howard -8978-0

FLORIDA PROFIT CORPORATION OR P.A.

AVALON HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	15
Estimated Charge	\$78.75

JAN. 15. 2003 3:55PM BRGWR-813-223-9620

APPROVED
NO. 0627 P. AND
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03 JAN 15 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AVALON HEALTHCARE HOLDINGS, INC.

The undersigned, being natural persons over the age of 18 years, citizens of the United States of America, and competent to contract, hereby form a corporation under the laws of the State of Florida, and agree to the following:

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is AVALON HEALTHCARE HOLDINGS, INC. (the "Corporation") and its principal office and mailing address is 6499 Powerline Road, Suite 206, Fort Lauderdale, Florida 33309.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State, and shall continue perpetually.

ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

Facsimile Audit No.: **H03000020435 1**

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be 10,000,000 shares of common stock, each with a par value of \$1.00 (the "Common Stock"), and 5,000,000 shares of preferred stock, each with a par value of \$1.00 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholders meetings and to cast one vote on each matter with respect to which shareholders have the rights to vote and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series.

Facsimile Audit No.: H03000020435 1

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Brent A. Jones.

ARTICLE VI
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

The number of Directors shall be as provided in the by-laws of the Corporation, but shall not be less than four (4) or more than seven (7).

Subject to the voting rights of the Preferred Stock as determined in accordance with Article IV above, directors shall be elected by the holders of Common Stock, and hold office as provided in the by-laws.

The names and residence street addresses of the initial Directors of the Corporation, each of whom are citizens of the United States and over the age of 18, are:

<u>Name</u>	<u>Address</u>
Richard T. Hanley, II	9407 Peabody Ct. Boca Raton, FL 33496
Joseph S. Plummer	13723 NW 10th Court Pembroke Pines, FL 33028
Charles T. O'Neill	13719 Chestersall Drive Tampa, FL 33624

Facsimile Audit No.: H03000020435 1

Richard P. Shea

18313 NW 15th Lane
Pembroke Pines, FL 33029

The initial term of office of the initial Directors shall be one (1) year.

ARTICLE VII
INCORPORATOR

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom are citizens of the United States are:

Name

Address

Richard T. Hanley, II

9407 Peabody Ct.
Boca Raton, FL 33496

Joseph S. Plummer

13723 NW 10th Court
Pembroke Pines, FL 33028

Charles T. O'Neill

13719 Chestersall Drive
Tampa, FL 33624

Richard P. Shea

18313 NW 15th Lane
Pembroke Pines, FL 33029

ARTICLE VIII
BY-LAWS

The Board of Directors shall adopt by-laws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

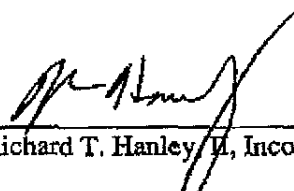
The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

Facsimile Audit No.: H03000020435 1

ARTICLE IX
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 10th day of January, 2003.



Richard T. Hanley, Incorporator

Joseph S. Plummer, Incorporator

Charles T. O'Neill, Incorporator



Richard P. Shea, Incorporator

Facsimile Audit No.: H03000020435 1

ARTICLE IX
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

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Richard T. Hanley, II, Incorporator



Joseph S. Plummer, Incorporator

Charles T. O'Neill, Incorporator

Richard P. Shea, Incorporator

Facsimile Audit No.: H03000020435 1

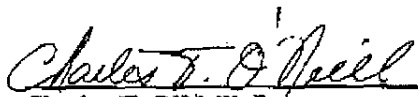
ARTICLE IX
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 10th day of January, 2003.

Richard T. Hanley, II, Incorporator

Joseph S. Plummer, Incorporator



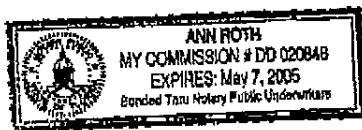
Charles T. O'Neill, Incorporator

Richard P. Shea, Incorporator

Facsimile Audit No.: H03000020435 1

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13th day of January, 2003,
by Richard T. Hanley, II, who ☐ is personally known to me or ☒ has produced
FLORIDA DRIVERS LICENSE as identification.



Ann Roth
NOTARY PUBLIC

Ann Roth
Print Name of Notary

My Commission Expires:

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of January, 2003,
by Joseph S. Plummer, who ☐ is personally known to me or ☐ has produced
_____ as identification.

NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

Facsimile Audit No.: H03000020435 1

STATE OF FLORIDA
COUNTY OF

Broward

The foregoing instrument was acknowledged before me this 14 day of January, 2003,
by Richard T. Hanley, II, who ☒ is personally known to me or ☐ has produced
as identification.



Ana Coronel
Commission # GC 808669
Expires Mar. 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Ana Coronel
NOTARY PUBLIC

Ana Coronel
Print Name of Notary

My Commission Expires: 3/6/03

STATE OF FLORIDA
COUNTY OF

Broward

The foregoing instrument was acknowledged before me this 14 day of January, 2003,
by Joseph S. Plummer, who ☒ is personally known to me or ☐ has produced
as identification.



Ana Coronel
Commission # GC 808669
Expires Mar. 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Ana Coronel
NOTARY PUBLIC

Ana Coronel
Print Name of Notary

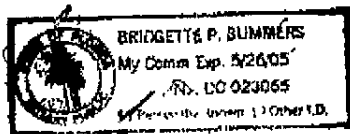
My Commission Expires: 3/6/03

Facsimile Audit No.: H03000020435 1

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 13th day of January, 2003,
by Charles T. O'Neill, who ☒ is personally known to me or ☐ has produced
_____ as identification.



Bridgette P. Summers
NOTARY PUBLIC

Bridgette P. Summers
Print Name of Notary

My Commission Expires:

STATE OF FLORIDA

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of January, 2003,
by Richard P. Shea, who ☐ is personally known to me or ☐ has produced
_____ as identification.

NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

Facsimile Audit No.: **H03000020435 1**

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of January, 2003,
by Charles T. O'Neill, who ☐ is personally known to me or ☐ has produced
_____ as identification.

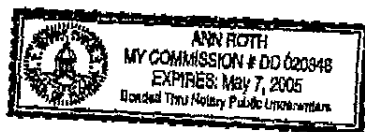
NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DEWARD

The foregoing instrument was acknowledged before me this 13th day of January, 2003,
by Richard P. Shea, who ☐ is personally known to me or ☒ has produced
FLORIDA DRIVERS LICENSE as identification.



Ann Roth
NOTARY PUBLIC

Ann Roth
Print Name of Notary

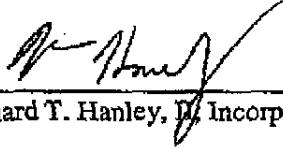
My Commission Expires:

Facsimile Audit No.: H03000020435 1

CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, AVALON HEALTHCARE HOLDINGS, INC., desiring to organize under the laws of the State of Florida, hereby designates Brent A. Jones, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

AVALON HEALTHCARE HOLDINGS, INC.


Richard T. Hanley, Incoporator

Joseph S. Plummer, Incoporator

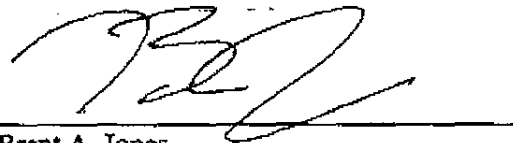
Charles T. O'Neill, Incoporator


Richard P. Shea, Incoporator

Facsimile Audit No.: H03000020435 1

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.



Brent A. Jones

277435.1

03 JAN 15 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED