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FLORIDA PROFIT CORPORATION OR P.A.

A-1 HOME HEALTH SERVICES, INC.

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Prepared by:
Martuccio & DeFilippo, LLP
3380 Woods Edge Circle, Suite 104
Bonita Springs, FL 34134

**ARTICLES OF INCORPORATION
OF
A-1 HOME HEALTH SERVICES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The name of this corporation is **A-1 HOME HEALTH SERVICES, INC.**

**ARTICLE II
BUSINESS TO BE TRANACTED**

The nature of the business to be transacted by this corporation is:

To engage in the business of providing home health care services, sales, development, and marketing.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; and

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 all other states and countries; and

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages or transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required; and

To purchase the corporate assets of any other corporation and engage in the same other character of business; and

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or any other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and wile owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

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To transact any and all lawful business for which incorporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III
CAPITAL STOCK**

This corporation shall be authorized to issue 1,000 shares of common stock.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall exist in perpetuity.

**ARTICLE V
PRINCIPAL OFFICE**

This corporation shall have its principal office at **25540 Fairway Dunes Ct., Bonita Springs, Florida 34135**. The mailing address of the corporation is **25540 Fairway Dunes Ct., Bonita Springs, Florida 34135**

**ARTICLE VI
REGISTERED AGENT OFFICE**

The initial street address of the registered office of this corporation in the State of Florida is **3380 Woods Edge Circle, Suite 104, Bonita Springs, Florida 34134**. The directors may, from time to time, move the registered office to any other address in Florida. The initial registered agent of this corporation is **Gregory A. Martocchio** whose address is **3380 Woods Edge Circle, Suite 104, Bonita Springs, Florida 34134**.

**ARTICLE VII
DIRECTORS**

This corporation shall have 1 director, initially. The number of directors may be increased or decreased from time to time, by the by- laws adopted by the stockholders and shall never be less than 1. The names and addresses of the persons who will serve on the initial board of directors are:

**Marsha J. Arps
25540 Fairway Dunes Ct.
Bonita Springs, Florida 34135**

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**ARTICLE VIII
INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation are:

**Marsha J. Arps
25540 Fairway Dunes Ct.
Bonita Springs, Florida 34135**

**ARTICLE IX
INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 14 day of April, 2005.


MARSHA J. ARPS

4-14-05
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A-1 HOME HEALTH SERVICES, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


GREGORY A. MARTOCCIO

4/14/05
Date

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, 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: **A-1 HOME HEALTH SERVICES, INC..**
2. The name and address of the registered agent and office is:

**Gregory A. Martoccio
Martoccio & DeFilippo, LLP
3380 Woods Edge Circle, Suite 104
Bonita Springs, Florida 34134**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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 as registered agent.

DATED this 14th day of April, 2005.



GREGORY A. MARTOCCIO
Registered Agent

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