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EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW

432 N.E. THIRD AVENUE

FORT LAUDERDALE, FLORIDA 33301-3234

(954) 765-1400 / FAX (954) 765-1421

May 20, 2005

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: SUNSHINE STATE HOME HEALTH, INC.

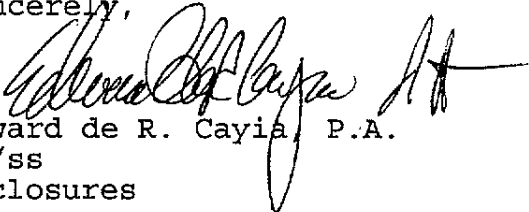
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$78.75 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,

  
Edward de R. Cayia, P.A.  
EC/ss  
Enclosures

ARTICLES OF INCORPORATION  
OF  
SUNSHINE STATE HOME HEALTH, INC.

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ARTICLE I. NAME

The name of the corporation shall be SUNSHINE STATE HOME HEALTH, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to engage in all legally authorized business practices in the State of Florida; and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 12693 N.W. 9<sup>th</sup> Street, Coral Springs, FL 33071. The name of the initial registered agent of this corporation is BENSON BARNES at 12693 N.W. 9<sup>th</sup> Street, Coral Springs, FL 33071.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

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number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Director of the corporation is NANCY DeMARCO at 5816 N.W. 120<sup>th</sup> Terrace, Coral Springs, FL 33076.

#### ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: BENSON BARNES of 12693 N.W. 9<sup>th</sup> Street, Coral Springs, FL 33071.

#### ARTICLE VIII. BYLAWS

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

#### ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the 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 of this corporation.

#### ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

#### ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote,

represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

**ARTICLE XIII. DIRECTORS' TERMS**

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

**ARTICLE XIV. DIRECTOR QUORUM AND VOTING**

One (1) Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

**ARTICLE XV. MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

**ARTICLE XVI. ACTION BY DIRECTORS WITHOUT A MEETING**

The Directors of this corporation may take action by written consent, as provided by law.

## ARTICLE XVII. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the extent permitted by law.

## ARTICLE XVIII. AMENDMENT

This corporation reserves the right to amend or repent any provision 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 incorporator has executed these Articles of Incorporation on this 18<sup>th</sup> day of May, 2005.

BENSON BARNES, Incorporator

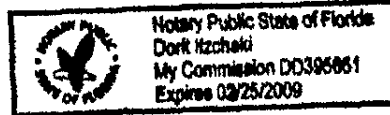
STATE OF FLORIDA                    )  
COUNTY OF BROWARD                )

18<sup>th</sup> The foregoing instrument was acknowledged before me on this  
day of May, 2005, by BENSON BARNES, personally known to me, on  
oath.

My commission expires:

02/28/2009

Notary Public - State of Florida  
at Large



The undersigned, having been named as Registered Agent to accept Service of Process for SUNSHINE STATE HOME HEALTH, INC., at 12693 N.W. 9<sup>th</sup> Street, Coral Springs, FL 33071, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

BENSON BARNES, Reg. Agent

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