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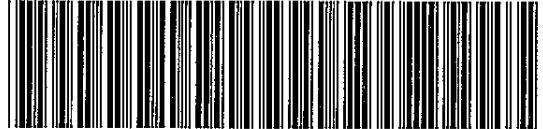
(Business Entity Name)

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 659774 80576A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 19, 2005

ORDER TIME : 11:48 AM

ORDER NO. : 659774-005

CUSTOMER NO: 80576A

DOMESTIC FILING

NAME: A MOMENT'S NOTICE ELDER
CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION OF A MOMENT'S NOTICE ELDER CARE, INC.

THE UNDERSIGNED INCORPORATOR, hereby adopts the following Articles of Incorporation for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME

The name of this corporation is A MOMENT'S NOTICE ELDER CARE, INC. The principal office address, the mailing address and registered agent address shall be 2440 S.E. Federal Hwy. "0", Stuart, FL 34994.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, land 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 more particularly and without limitation it shall provide administrative and health services for elderly citizens and to engage in such other business for any lawful purpose not specifically prohibited to corporations under the Florida General Corporation Act; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery

company, a building and loan association, cooperative association, mutual fire insurance association, fraternal benefit society, or a state fair or exposition.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of Common Stock having a nominal or par value of One (\$1.00) Dollar per share.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sales for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This restriction shall be indicated on all share certificates.

ARTICLE VII. RESTRICTIONS ON TRANSFERS OF STOCK

Shares of capital stock in this corporation shall be issued initially to the following persons with the amount set opposite her name.

<u>Names</u>	<u>Shares of Capital Stock</u>
Sheila F. Halpin	500
Patricia Sherman	500

Shares held by the initial shareholder, listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder or shareholders or to the corporation, if any, as stated in Article VI above. This restriction shall be indicated on all share certificates.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 2440 S.E. Federal Hwy. "0", Stuart, FL 34994, and the name of the initial registered agent of this corporation is Lisa LeBrecht.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The Number of directors may be increased from time to time by the by-laws, but shall never be fewer than two (2). The name and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Sheila F. Halpin	9484 52 nd Court Sebastian, FL 32958
Patricia Sherman	29 Dogwood Circle Boynton Beach, FL 33436

ARTICLE X. INCORPORATOR

The name and address of the person signing these articles is:

Sheila F. Halpin	948 52 nd Court Sebastian, FL 32958
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ARTICLE XI. ACTION BY WRITTEN CONSENT

The stockholders and directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII. MEETINGS BY CONFERENCE TELEPHONE

The Stockholders and members of the Board of Directors may participate in meetings of the Stockholders and Board of Directors by means of conference telephone, as provided by law.

ARTICLE XIII. INDEMNIFICATION

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

ARTICLE XIV. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation is made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of October, 2005.


SHEILA F. HALPIN

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SHEILA F. HALPIN, personally known to me or identified by the following identification personally known, and known to me to be the person who executed the foregoing Articles of Incorporation, who did not take an oath, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the state and county aforesaid, this 11th day of October, 2005.

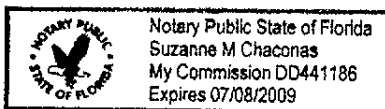
Suzanne M. Chaconas

(Print Name of Notary)

Notary Public, State of Florida at Large.

My Commission Number is:

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT, A MOMENT'S NOTICE ELDER CARE, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT WEST PALM BEACH, PALM BEACH COUNTY,
STATE OF FLORIDA, HAS NAMED LISA LE BRECHT, LOCATED AT 2440 S.E.
FEDERAL HWY. "0", STUART, FL 34994, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

DATED THIS 17th DAY OF October, 2005.

Sheila A Halpin (SEAL)
SHEILA HALPIN, VICE PRESIDENT

SECOND: HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, 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.

Lisa Le Brecht (SEAL)
LISA LE BRECHT
RESIDENT AGENT

DATE: 10-10-05