

P070000018260

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Amended
Restated / CC
① 12/15/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: UCH Home Health, Inc.

DOCUMENT NUMBER: P07000018260

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jean-Claude Henry

Name of Contact Person

UCH Home Health, Inc.

Firm/ Company

8531 West McNab Road

Address

Tamarac, FL 33321

City/ State and Zip Code

jchenry@uchhomehealth.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jean-Claude Henry

Name of Contact Person

at (954) 722-0727

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UCH HOME HEALTH, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 11 AM 10:37

The articles of incorporation of UCH Home Health, Inc., a Florida corporation, having its principal office in Tamarac, Florida (the "Corporation"), as amended and restated (the "Amended and Restated Articles of Incorporation") in their entirety, are as follows:

ARTICLE I

NAME: The name and address of the Corporation is:

UCH HOME HEALTH, INC.
8531 W. MCNAB ROAD
TAMARAC, FL 33321

ARTICLE II

NATURE OF BUSINESS:

(a) The general nature of the business of the Corporation to be conducted by the Corporation shall engage in any activity or business permitted under the laws of the United States and the state of Florida.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of

and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this Corporation, or any other person, firm or

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

(d) To conduct business in, have one or more offices in, the State of Florida and all other states and countries, to buy, to hold, mortgage, sell, convey, lease or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) 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, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

ARTICLE III

The total number of shares of capital stock which may be issued by this Corporation shall be 2,000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the board of directors of the Corporation (the "Board of Directors") at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation began business was not less than One Thousand dollars (\$1,000.00).

ARTICLE V

The number of directors of this Corporation shall not be less than one (1) or more than four (4).

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the Board of Directors of this Corporation , who shall hold office until their successors are chosen, are, as of the date of these Amended and Restated Articles of Incorporation:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JEAN-CLAUDE HENRY	PRESIDENT SECRETARY	8531 W. MCNAB ROAD TAMARAC, FL 33321
AURELIE DORICENT	V-PRESIDENT TREASURER	8531 W. MCNAB ROAD TAMARAC, FL 33321

ARTICLE VIII

SUBSCRIBERS: The names and post office addresses of the subscribers to these Amended and Restated Articles of Incorporation and the number of shares the subscribers hold, and the value of the consideration therefore, as of the date of these Amended and Restated Articles of Incorporation, are:

JEAN-CLAUDE HENRY	8531 MCNAB ROAD TAMARAC, FL 33321	1020 shares at \$1.00
AURELIE DORICENT	8531 MCNAB ROAD TAMARAC, FL 33321	980 shares at \$1.00

ARTICLE IX

REGISTERED AGENT: The street address of the registered office is 8531 W. McNab Road, Tamarac, FL 33321 and the name of the registered agent of this Corporation is JEAN-CLAUDE HENRY. The registered office address and the corporate office address are one and the same as above.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder(s) of the outstanding common shares.

ARTICLE XI

BY-LAWS: The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII


AMENDMENTS: These Amended and Restated Articles of Incorporation can be further amended in the manner provided by law. Every amendment shall be

approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

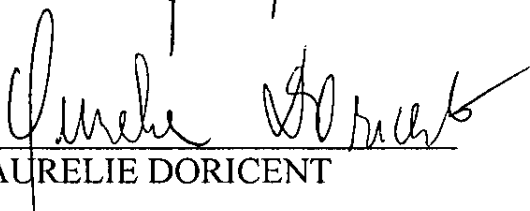
ARTICLE XIII

STOCKHOLDER AGREEMENTS: Stockholders of this Corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
and caused to be filed in the office of the Secretary of State, these Amended and
Restated Articles of Incorporation on August 1st, 2009.



JEAN-CLAUDE HENRY (SEAL)



AURELIE DORICENT (SEAL)

Articles of Amendment
to
Articles of Incorporation
of

UCH Home Health, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P07000018260

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Treasurer	Elsie Mona Henry	8531 W. McNab Road Tamarac, FL 33321	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
Treasurer	Aurelie Doricent	8531 W. McNab Road Tamarac, FL 33321	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please see attached Amended and Restated Articles of Incorporation

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: August 1, 2009
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated August 1st, 2009

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jean-Claude Henry

(Typed or printed name of person signing)

President

(Title of person signing)