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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Caring Nurses Group, Inc.*

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☐ RA Resignation

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☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

Courier

**ARTICLES OF INCORPORATION**  
**OF**  
**CARING NURSES GROUP, INC.**

**FILED**  
07 APR 18 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation shall be: CARING NURSES GROUP, INC.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America. In addition, the purpose of this Corporation is to conduct business as a home care nursing services, home care, nurse staffing service, nurse referral service, and to market home care nursing services to health care providers; and to do any other lawful business.

**ARTICLE IV**

**SHARES**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 500 shares of Common Stock of a par value of Ten (\$10.00) Dollar per

share. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

## **ARTICLE V**

### **PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business/mailling address is: 10700 Caribbean Boulevard, Suite 312-A, Miami, FL 33189.

The name and Florida street address of the registered agent of this corporation is: JESUS V. CORTEZ, 22925 S.W. 114<sup>th</sup> Place, Miami, FL 33170.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTOR(S)**

The corporation shall have four (4) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation are:  
KARLA V. CORTEZ, President, 22925 SW 114<sup>th</sup> Place, Miami, FL 33170,  
MARCELO PAVELLON, Vice-President, 11350 SW 231 Lane, Miami, FL 33170,  
JESUS V. CORTEZ, Treasurer, 22925 SW 114<sup>th</sup> Place, Miami, FL 33170, and  
VONNTY ALVAREZ, Secretary, 11350 SW 231 Lane, Miami, FL 33170.

## **ARTICLE VII**

### **INCORPORATOR(S)**

The name and address of the incorporator(s) to these Articles of Incorporation is:  
JESUS V. CORTEZ, 22925 SW 114<sup>th</sup> Place, Miami, FL 33170.

## **ARTICLE VIII**

### **BY-LAWS**

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

## **ARTICLE IX**

### **INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

## **ARTICLE X**

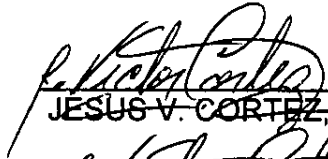
### **AMENDMENT**

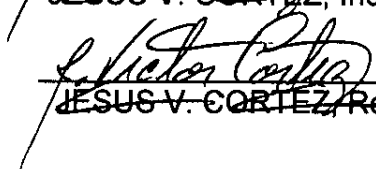
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

## **ARTICLE XI-BUY-OUT PROVISION**

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these  
Articles of Incorporation this 11 day of April, 2007.

  
\_\_\_\_\_  
JESUS V. CORTEZ, Incorporator

  
\_\_\_\_\_  
JESUS V. CORTEZ, Registered Agent

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07 APR 18 AM 11:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, CARING NURSES GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has designated JESUS V. CORTEZ, 22925 SW 114<sup>th</sup> Place, Miami, FL 33170, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 11 day of April, 2007.

BY: J. Victor Cortez  
JESUS V. CORTEZ  
Registered Agent