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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Care Managers of Central Florida, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**Care Managers of Central Florida, Inc.**

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The undersigned incorporator and subscriber makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a for profit corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, and does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation is **Care Managers of Central Florida, Inc.** The principal office address of the corporation is: 320 Wilshire Boulevard, Casselberry, Florida 32707.

**ARTICLE II**  
**PURPOSE**

The corporation is organized as a for profit corporation under the provisions of Chapter 607 of the Florida Statutes. This corporation may engage in any activity or business permitted under the

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laws of the United States and of this state.

**ARTICLE III**  
**TERM**

This corporation shall commence as of the date of the filing of these Articles with the Department of State and shall be perpetual.

**ARTICLE IV**  
**CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE V**  
**NAME AND ADDRESS OF INCORPORATOR**

The name of the incorporator of these Articles of Incorporation is: Sancha Brennan Whynot, and the address of such incorporator is 1214 E. Robinson Street, Orlando, Florida 32801.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

There shall be a Board of Directors for the corporation which shall consist of not less than one (1) member. Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders, or until their successors are elected and qualified, or until their resignation, removal from office, or death are as follows:

<u>Name</u>	<u>Address</u>
Jane Pronovost	320 Wilshire Boulevard Casselberry, Florida 32707
Bruce Pronovost	320 Wilshire Boulevard Casselberry, Florida 32707

**ARTICLE VIII**  
**BYLAWS**

The original Bylaws are to be made by the Board of Directors. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

**ARTICLE IX**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority of the Board of Directors at any annual or special meeting, provided legal notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

**ARTICLE X**  
**INDEMNIFICATION**

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which such director or officer may be a party, or in which he or she may become involved by reason of being or having been a director or officer at the time said expense and liabilities were incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director and officer may be entitled.

**ARTICLE XI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1214 E. Robinson Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporation is Sancha Brennan Whynot.

I, the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereunto set my hand and seal, this 10<sup>th</sup> day of May, 2007.

Witnesses:  
[Signature]  
[Signature]

Incorporator:  
[Signature]  
SANCHA BRENNAN WHYNOT

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 2007, by SANCHIA BRENNAN WHYNOT, who is personally known to me or has produced \_\_\_\_\_ as identification.

*Kari Quigley*  
Notary Public  
My Commission Expires:



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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named to accept service of process for Care Managers of Central Florida, Inc., at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.



\_\_\_\_\_  
Sancha Brennan Whynot  
Registered Agent