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REGISTRATION SECTION

PAGE 01/05

FROM : REZNICSEK, FRASER, HASTINGS  
Division of Corporations

FAX NO. : 904 567 1066

Aug. 09 2007 03:13 PM P2

Page 1 of 1

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**BUTLER FAMILY ENTERPRISES, INC.**

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Help

Amended

Restated

19

8/10/07

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8/9/2007

FROM : REZNICSEK, FRASER &amp; HASTINGS

FAX NO. : 9045671066

Aug. 09 2007 03:36PM P3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BUTLER FAMILY ENTERPRISES, INC.**

1. The Articles of Incorporation of Butler Family Enterprises, Inc. (the "Corporation") were filed on June 29, 2007 and assigned document number P07000075865.

2. This amendment is submitted to amend the Articles of Incorporation of the Corporation and restate them in their entirety to read as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BUTLER FAMILY ENTERPRISES, INC.**

The undersigned, for the purpose of forming a Corporation in the state of Florida hereby adopts the following Articles of Incorporation:

**Article I  
Name and Duration**

The name of this corporation is Butler Family Enterprises, Inc. The duration of the corporation is perpetual.

**Article II  
Principal Office**

The address of the principal office and mailing address of the corporation in the State of Florida is 8701 Phillips Highway, Suite 103, Jacksonville, Florida 32256.

**Article III  
Purpose, Powers and Rights**

The Corporation is organized to engage in, conduct, manage, promote, advertise and carry on the business of owning and operating a business providing personal care, non-medical care, in-home care assistance and companionship services to and supportive care to seniors and others and the supplement staffing services for nursing homes, hospitals and other medical settings exclusively as a Franchised Business under an Agreement with Right at Home, Inc., a corporation formed under the laws of the State of Nebraska, and in general to have all powers, rights, and privileges necessary and incident to carrying out the aforementioned activities.

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Aug. 09 2007 03:36PM P4

H07000201673 3

**Article IV**  
**Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having no par value.

**Article V**  
**Registered Office and Agent**

The street address of the registered office of this corporation is 8701 Phillips Highway, Suite 103, Jacksonville, Florida 32256 and the name of the registered agent of this corporation at that address is Edward T. Butler.

**Article VI**  
**Directors**

1. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

2. The name and street address of the sole member of the board of directors of this corporation is:

Name  
Edward T. Butler

Address  
8701 Phillips Highway  
Suite 103  
Jacksonville, FL 32256

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

**Article VII**  
**Bylaws**

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

**Article VIII**  
**Incorporator**

The name and street address of the incorporator of this corporation is Edward T. Butler, 8701 Phillips Highway, Suite 103, Jacksonville, Florida 32256.

H07000201673 3

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Aug. 09 2007 03:36PM P5

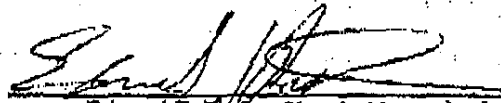
H07000201673 3

**Article LX**  
**Amendment**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

3. These Amended and Restated Articles of Incorporation were unanimously approved by the Shareholder and the sole member of the Board of Directors by written consent dated August 3, 2007; and the number of votes cast by the Shareholders and members of the Board of Directors of the Corporation was sufficient for approval.

The undersigned Shareholder and sole member of the Board of Directors has executed these Articles of Amendment to Articles of Incorporation effective as of the 3 day of August, 2007.



Edward T. Butler, Shareholder and sole Director

H07000201673 3