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(Business Entity Name)

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08 DEC 16 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 12/18/08

**December 12, 2008**

**The Secretary of State  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314**

**Subject: Holy Spirit Healthcare Management, Inc.**

Enclosed are an original and one (1) copy of the Articles of Incorporation of Holy Spirit Healthcare Management, Inc. along with the cashier's check of \$ 87.50 as follows:

Filing Fee-	\$ 35.00
Registered Agent-	35.00
Certified Copy-	8.75
Certificate of Status-	8.75

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\$ 87.50

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Please send receipt of acknowledgement and date/stamps copy to:

Holy Spirit Healthcare Management, Inc.  
6740 NW 45<sup>th</sup> Street  
Lauderhill, Florida 33319

  
Edmundo Capuno  
President

Holy Spirit Healthcare Management, Inc.  
Tel # (954) 327-7221

**Articles of Incorporation  
of  
Holy Spirit Healthcare Management, Inc.**

The undersigned subscriber of these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Statutes.

**Article 1- Name of the Corporation**

The name of the corporation is Holy Spirit Healthcare Management, Inc. (Hereinafter, "Corporation")

**Article 2- Purpose of Corporation**

The corporation shall engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**Article 3- Principal Office of the Corporation**

The address of the principal office of this corporation is 6740 NW 45<sup>th</sup> Street, Lauderhill, Florida 33319.

**Article 4- Incorporator of the Corporation**

The name and address of the incorporator of this corporation is:

Edmundo Capuno- 6740 NW 45<sup>th</sup> Street, Lauderhill, Florida 33319.

Lorna Craig- 1321 Wesler Avenue NE, Palm Bay, Florida 32907.

**Article 5- Officers of the Corporation**

The officers of the corporation shall be:

President	- Edmundo Capuno
Vice President	- Lorna Craig
Secretary	- Lorna Craig
Treasurer	- Edmundo Capuno

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**Article 6- Directors of the Corporation**

The Board of Directors of the corporation shall be:

Edmundo Capuno  
Lorna Craig

**Article 7- Corporate Capitalization**

**7.1-** The maximum number of shares that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, each share having a par value of one cent (\$.01).

**7.2-** All holders of shares of common stock be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**7.3-** All holders of shares of common stock, upon the dissolution of the corporation shall be entitled to receive the net assets of the corporation.

**Article 8- Shareholders' Agreement**

All of the shares of stock of this corporation may be subject to shareholders' agreement which may contain numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the corporation. A copy of the shareholders' agreement, if any, is on file at the principal office of the corporation.

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**Article 9- Sub Chapter S Corporation**

The corporation may elect to be an S Corporation, as provided in the sub-chapter S of the Internal Revenue Code of 1986, as amended.

**8.1-** After this corporation has elected to be an S corporation, none of the shareholders of this corporation without written consent of all the shareholders of this corporation shall take any action or make any transfer or disposition of the shareholders' shares of stock in the corporation which will result in the termination or revocation of status of S Corporation.

**8.2-** The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in sub chapter of S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

**Article 10- Powers of the Corporation**

The corporation shall have the powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these articles of incorporation.

**Article 11- Registered Owners**

The corporation to the extent permitted by law shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto for all purposes and except as may be agreed in writing by the corporation, the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person whether or not the corporation shall have notice thereof.

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**Article 12- Registered Office and Registered Agent**

The initial address of registered office of the corporation is with principal address at 6740 NW 45<sup>th</sup> Street, Lauderhill, Florida 33319.

**Article 13- Effective Date**

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


**Article 14- By Laws**

The Board of Directors of the corporation shall have no power to make alter, amend or repeal the By Laws of the corporation without the assent or vote of the shareholders. A unanimous vote shall be necessary to take any action for making alteration, amendment of repeal of the by laws.

**Article 15- Amendment**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these articles of incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida.

**In Witness Whereof**, We have hereunto set our hand, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15<sup>th</sup> December, 2008.

  
\_\_\_\_\_  
Edmundo Capuno, Incorporator

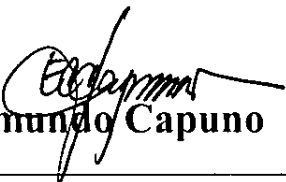
  
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Lorna Craig, Incorporator

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**Acceptance of Registered Agent Designated  
In  
Articles of Incorporation**

Edmundo Capuno with postal address at 6740 NW 45<sup>th</sup> Street, Lauderhill, Florida 33319 having designated as the Registered Agent in the above foregoing Articles of Incorporation is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
**Edmundo Capuno**

\_\_\_\_\_  
Signature: Registered Agent

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