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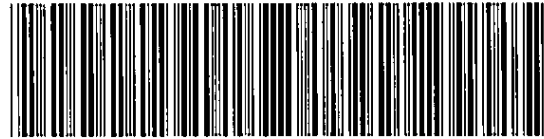
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Account#: I200000000088

Date: 10/13/2023

Name: Jennifer

Reference #: 2150715

Entity Name: ABLE PALMS HOME & HEALTH CARE SERVICES, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

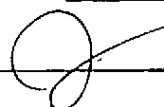
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other Upon filing please provide a certified copy

Authorized Amount: 113.75

Signature: 

**ARTICLES OF CONVERSION
FOR
CONVERTING ELIGIBLE ENTITY
INTO
FLORIDA PROFIT CORPORATION**

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is: ABLE PALMS HOME AND HEALTH CARE SERVICES, INC.

2. The converting entity is a corporation first organized, formed or incorporated under the laws of the State of Minnesota on June 14, 1993.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: ABLE PALMS HOME AND HEALTH CARE SERVICES, INC.

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its organic jurisdiction.

5. The conversion is effective upon filing of the Articles of Conversion with the Secretary of State of Florida.

IN WITNESS WHEREOF, this Articles of Conversion is signed effective as of the 10th day of October, 2023.

ABLE PALMS HOME AND HEALTH
CARE SERVICES, INC., a Minnesota
corporation

By: 

Name: Gary R. Loffredo

Title: CEO

ABLE PALMS HOME AND HEALTH
CARE SERVICES, INC., a Florida
corporation

By: 

Name: Gary R. Loffredo

Title: CEO

FILED
OCT 13 PM 7:29
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
ABLE PALMS HOME AND HEALTH CARE SERVICES, INC.**

(An Entity Converted from Minnesota to Florida)

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE 1
NAME**

The name of this corporation is ABLE PALMS HOME AND HEALTH CARE SERVICES, INC. (the "Corporation").

**ARTICLE 2
PURPOSE**

The Corporation has been formed for the object and purpose of engaging in any and all lawful acts or activities for which a corporation may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE 3
PRINCIPAL OFFICE AND MAILING ADDRESS**

The current principal office address of the Corporation is 300 Lake Avenue NE, Suite 100, Largo Florida 33771 and the current mailing address of the Corporation is 3313 W Commercial Blvd., Suite 130, Fort Lauderdale, Florida 33309.

**ARTICLE 4
SHARES OF CAPITAL STOCK**

The Corporation is authorized to issue up to Ten Thousand (10,000) shares of capital stock, par value \$0.00 per share, which will be designated as Common Stock.

**ARTICLE 5
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the current registered office of the Corporation is 300 Lake Avenue NE, Suite 100, Largo Florida 33771, and the name of the initial registered agent of the Corporation at that address is Gary R. Loffredo.

**ARTICLE 6
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation are:

Gary R. Loffredo
3313 W Commercial Blvd., Suite 130
Fort Lauderdale, Florida 33309

ARTICLE 7 INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 8 OFFICERS AND DIRECTORS

Gary R. Loffredo
Claudia Wechter

CEO, CFO, Treasurer and Director
President, Secretary and Director

2013 MAY 7:29

**ARTICLE 9
AMENDMENTS**

Except as otherwise specifically provided in these Articles of Incorporation, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and to add or insert other provisions authorized at such time by the laws of the State of Florida, in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to this Articles of Incorporation in its present form or as hereinafter amended are granted subject to the rights reserved in this Article 9.

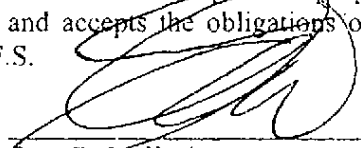
IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator this 10th day of October, 2023.



Gary R. Loffredo, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Articles of Incorporation, Gary R. Loffredo hereby accepts the appointment as registered agent and agrees to act in this capacity. Gary R. Loffredo further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, F.S.



Gary R. Loffredo

Dated: October 10, 2023

FILED
OCT 13 PM 7:25
2023