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LAYON F. ROBINSON, II, P. A.  
ATTORNEY AND COUNSELLOR AT LAW  
412 OLD MAIN STREET  
BRADENTON, FLORIDA 34205

LAYON F. ROBINSON, II  
GINOCH M. WEINKOPP  
CERTIFIED LEGAL ASSISTANT

TELEPHONE  
(813) 740-0055

March 16, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: HEALTH CARE MANAGEMENT INC.

EFFECTIVE DATE  
3-16-95

Dear Sirs:

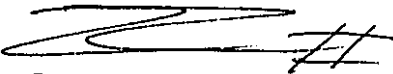
Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation along with our check number 5162 in the amount of \$122.50 in payment of the following:

Filing Fee	:	\$35.00
Registered Agent Designation:	:	\$35.00
Certified Copy	:	\$52.50

Please send the certified copy and any other documentation to our office.

Thank you for your attention to this matter.

Sincerely yours,

  
LAYON F. ROBINSON, II  
Attorney at Law

LFR/ecc

Enclosures 4

REGISTER

MAR 31 1995

Conflict

894-30339

789,502,524,671

W95-6245

FILED  
MAR 21 PM 2 26  
SECRETARY OF STATE  
TALLAHASSEE FL

RECEIVED  
MAR 21 1995  
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 21, 1995

LAYON F ROBINSON II, ESQUIRE  
442 OLD MAIN STREET  
BRADENTON, FL 34205

SUBJECT: HEALTH CARE MANAGEMENT INC.  
Ref. Number: W95000006245

We have received your document for HEALTH CARE MANAGEMENT INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

PLEASE COMPLETE ARTICLE III ON PAGE 2.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 395A00012627

LAYON F. ROBINSON, II, P. A.  
ATTORNEY AND COUNSELLOR AT LAW  
412 OLD MAIN STREET  
BRADENTON, FLORIDA 34205

LAYON F. ROBINSON, II

GINGER M. WEINKOPF  
CERTIFIED LEGAL ASSISTANT

TELEPHONE  
(813) 740-0055

March 29, 1995

Department of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

ATTENTION: BETH REGISTER, CORPORATE SPECIALIST SUPERVISOR  
RE: HEALTH CARE ASSOCIATES OF MANATEE, INC.

Dear Ms. Register:

Enclosed please find:

1. Original and one copy of the Articles of Incorporation for the above corporation.
2. Copy of your correspondence dated March 21, 1995. Letter number 395A00012627.

This new name was checked with your name availability division on this date.

Please file and send the certified copy and any other documentation to our office.

Thank you for your attention to this matter.

Sincerely yours,

*Colette Clark*  
COLETTE CLARK, Secretary to  
LAYON F. ROBINSON.

ENCL.

EFFECTIVE DATE

3-16-95

FILED  
95 MAR 21 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HEALTH CARE ASSOCIATES OF MANATEE, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, does hereby act as Incorporation in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the Corporation shall be

HEALTH CARE ASSOCIATES OF MANATEE, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial office is

442 Old Main Street,  
Bradenton, Florida 34205

and the mailing address is:

442 Old Main Street,  
Bradenton, Florida 34205

### **ARTICLE III**

#### **DURATION AND EFFECTIVE DATE**

The term of existence of the aforesaid Corporation shall be perpetual and the corporate existence will commence on the 16<sup>th</sup> day of MARCH, 1995.

### **ARTICLE IV**

#### **PURPOSE**

The general purpose of the Corporation is to:

A. Engage in and transact any and all lawful business for which the Corporation may be incorporated under the Florida General Corporation Act F.S. 0301. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the corporation or necessary and desirable in order to accomplish them.

### **ARTICLE V**

#### **CAPITAL STOCK**

The Corporation is Authorized to issue one Class of shares, which shall be called Common Shares. Common Shares shall have Unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is Authorized to issue 10,000 common shares.

### **ARTICLE VI**

### **PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation or any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## **ARTICLE VII**

### **SHARE TRANSFER RESTRICTIONS**

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors.

<b>SHAREHOLDER</b>	<b>NUMBER OF SHARES</b>
JOHN LEWIS	1/4
WALTER PRESHA	1/4
LAYON F. ROBINSON, II	1/4
JEFF ZIMMERMAN	1/4

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

## **ARTICLE VIII**

### **INITIAL REGISTERED AGENT AND ADDRESS**

The initial registered agent and address for the Corporation shall be:

LAYON F. ROBINSON II, P.A.  
442 OLD MAIN STREET  
BRADENTON, FLORIDA 34205  
(813) 748-0055

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors is four. The number of directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than four. The name and address of each initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
JOHN LEWIS	2020 Manatee Avenue West Bradenton, Florida 34205
WALTER PRESHA	880 33rd Street East Palmetto, Florida 34221
LAYON F. ROBINSON, II	442 Old Main Street Bradenton, Florida 34205
JEFF ZIMMERMAN	3503 36th Street East Bradenton, Florida 34208

**ARTICLE X**  
**RIGHTS OF INITIAL DIRECTORS**

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of



in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

## **ARTICLE XI**

### **AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

## **ARTICLE XII**

### **INDEMNIFICATION**


The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law and this shall include any person who is made, or threatened to be made, a party to any action, suit, proceeding (whether Civil, Criminal, Administrative or Investigative) by reason of the fact that he was a director, officer, or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

## **ARTICLE XIII**

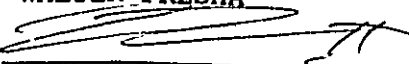
The names and addresses of the incorporators of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
JOHN LEWIS	2020 Manatee Avenue West Bradenton, Florida 34205
WALTER PRESHA	880 33rd Street East Palmetto, Florida 34221
LAYON F. ROBINSON, II	442 Old Main Street Bradenton, Florida 34205
JEFF ZIMMERMAN	3503 36th Street East Bradenton, Florida 34208

In Witness Whereof the undersigned have executed these Articles of Incorporation on this 16<sup>th</sup> day of MARCH, 1995.

  
\_\_\_\_\_  
JOHN LEWIS

  
\_\_\_\_\_  
WALTER PRESHA

  
\_\_\_\_\_  
LAYON F. ROBINSON, II

  
\_\_\_\_\_  
JEFF ZIMMERMAN

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:
2. The name and address of the registered agent and office is:

LAYON F. ROBINSON, II, ESQUIRE  
442 Old Main Street  
Bradenton, FL 34205

Dated this 16<sup>th</sup> day of MARCH, 1995.



, President

Having been named as Registered Agent and to accept service of this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 16<sup>th</sup> day of MARCH, 1995.

  
LAYON F. ROBINSON, II, ESQ.

FILED  
MAR 21 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA