

D9600004993

MIKE EDEVELD
(Requestor's Name)

2617 KNOLL St E
(Address)

PalM HARBOR FL 34683
(City, State, Zip) (Phone #)

813-786-8224

STATE OF FLORIDA
DIVISION OF CORPORATION
*****188.75 *****122.50

OFFICE USE ONLY

FILED
56 JAN 17 PM 12:21
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ALF HEALTH CARE MANAGEMENT SYSTEMS INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in Pick up time _____

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

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DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BROWN JAN 17 1996

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ALF HEALTH CARE MANAGEMENT SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

ALF HEALTH CARE MANAGEMENT SYSTEMS, INC.

ARTICLE II

Corporate Offices

The location of the offices and principal business location of the corporation is:

2617 Knoll Street East
Palm Harbor, FL 34683

ARTICLE III

Purposes

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

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 100 shares of common stock, each with a par value of \$1.00.

ARTICLE V

Subscribers, Incorporators, and Directors

The names and addresses of the Subscriber(s), Incorporator(s), and Director(s) are:

Name	Address
Michael D. Edenfield	2617 Knoll Street East Palm Harbor, FL 34683

ARTICLE VI

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VII

Fundamental Changes

The affirmative vote of holders of sixty-five percent of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation.

ARTICLE VIII

Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided by the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Long Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment

contracts with any executive officer for period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE X

Pre-Emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

Effective Date

The date that corporate existence shall begin with the date these Articles are registered by the Division of corporations. This election is made pursuant to Florida Statutes 607.167.

ARTICLE XII

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 2617 Knoll Street East, Palm Harbor, FL 34683, and the initial registered agent of this corporation is Michael D. Edenfield.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 17th day of January, 1996.


Michael D. Edenfield


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ALF Health Care Management Systems, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 2617 Knoll Street East, Palm Harbor, Pinellas County, FL 34683, has named Michael D. Edenfield at 2617 Knoll Street East, Palm Harbor, Pinellas County, FL 34683, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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