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ACCOUNT NO. : 072100000032

REFERENCE : 822903 80477A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : January 29, 1996

ORDER TIME : 11:09 AM

ORDER NO. : 822903

CUSTOMER NO: 80477A

CUSTOMER: Michael C. Jackson, Esq  
ALLEN KNUDSEN DEBOEST EDWARDS  
& ROBERTS, P.A.  
1415 Hendry Street

Ft. Myers, FL 33901

400001700254  
-01/29/96--01045--009  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: METRO HOME CARE OF DISTRICT 6,  
INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER L. MORAN

EXAMINER'S INITIALS:

FILED  
96 JAN 29 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 JAN 29 PM 12:23  
DIVISION OF CORPORATION

T. BROWN JAN 30 1996

ARTICLES OF INCORPORATION  
OF  
METRO HOME CARE OF DISTRICT 6, INC.

FILED  
96 JAN 29 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be METRO HOME CARE OF DISTRICT 6, INC.

ARTICLE II.

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V.

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

George W. Shannon III	15550 McGregor Blvd. Ft. Myers, FL 33908
James M. McElreath	15550 McGregor Blvd. Ft. Myers, FL 33908
Janet Muth Shannon	15550 McGregor Blvd. Ft. Myers, FL 33908

ARTICLE X.

The initial registered agent of the corporation is Mark Rodgers. The street address of the corporation's initial registered office is 15550 McGregor Blvd., Ft. Myers, FL 33908.

ARTICLE XI.

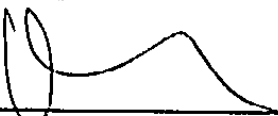
The principal place of business and mailing address of this corporation shall be:

15550 McGregor Blvd.  
Ft. Myers, FL 33908

ARTICLE XII.

The name and address of the incorporator to these Article of Incorporation is C. Michael Jackson, Esquire, of 1415 Hendry St., Fort Myers, FL 33901.

The undersigned incorporator has executed these Articles of Incorporation this 24 day of January, 1996.

  
\_\_\_\_\_  
C. Michael Jackson, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

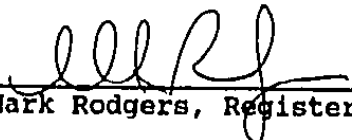
FOR

METRO HOME CARE OF DISTRICT 6, INC.

FILED  
96 JAN 29 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: January 26, 1996

  
\_\_\_\_\_  
Mark Rodgers, Registered Agent