

P96000011690

J. E. Ross

220 Crofton Rd, SE10 5

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JAN 1 1988

**OFFICE USE ONLY**

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

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1.	(Corporation Name)	(Document #)
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4.	(Corporation Name)	(Document #)

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Certified Copy

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<b>AMENDMENTS</b>	
	<b>Amendment</b>
	<b>Resignation of R.A., Officer/Director</b>
	<b>Change of Registered Agent</b>
	<b>Dissolution/Withdrawal</b>
	<b>Merger</b>

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**NEW FILINGS**

Profit
NonProfit
Limited Liability
Domestication
Other

## AMENDMENTS

Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

2. h/96

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**OTHER FILINGS**

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

**REGISTRATION/  
QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

CR2E031 (10/92)

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
UNLIMITED HELP OF SOUTH FLORIDA, INC.**

**ARTICLE I. - CORPORATE NAME**

The name of this corporation is Unlimited Help of South Florida, Inc.

**ARTICLE II. - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is primarily to provide home care to senior citizens through the use of homemakers, companions and sitter services and to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. - TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V. - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Susan M. Vatsvog, 11731 Timbers Way, Boca Raton, Florida 33428.

**ARTICLE VI. - BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one, nor more than nine.

### **ARTICLE VII. - INITIAL DIRECTOR**

The name of the initial Director of this Corporation and his street address is: Lendon E. Boss, Jr., 220 Croton Avenue, Suite 103, Lantana, Florida 33462.

The person named as initial Director shall hold office for the first year of the existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

### **ARTICLE VIII. - CORPORATE ADDRESS**

The corporate address of the Corporation shall be: 11731 Timbers Way, Boca Raton, Florida 33428.

### **ARTICLE IX. - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Susan M. Vatsvog, 11731 Timbers Way, Boca Raton, Florida 33428.

### **ARTICLE X. - VOTING RIGHTS**

Except as provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### **ARTICLE XI. - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XII. - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE XIII. - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite his or her name:

Susan M. Vatsvog	100 Shares
Gerald Levesque	100 Shares
Lendon E. Boss, Jr.	800 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders, if any, or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

## **ARTICLE XIV. - CUMULATIVE VOTING**

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulated his votes by giving one candidate as many votes as the number of Directors to be elected at that multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## **ARTICLE XV. - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by a majority of the outstanding shares.

## **ARTICLE XVI. - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation, duly called as provided by the Bylaws or law.

## **ARTICLE XVII. - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

The Shareholders may by vote of 100% of the Shareholders at a duly called shareholders meeting, elect that all corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation rather than by the Board of Directors. Once that election is made by 100% of the shareholders, any act authorized by 51% of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be an act of the Shareholders.

## **ARTICLE XVIII. - DIRECTOR QUORUM AND VOTING**

Two-Thirds ( 2/3rds ) of the total Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of two-thirds (2/3rds) of the Directors present and voting, shall be the act of the Board of Directors.

## **ARTICLE XIX. - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

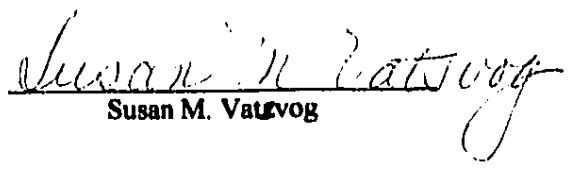
## **ARTICLE XX. - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent provided by law.

## **ARTICLE XXI. - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stock holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 24 day of January, 1996.

  
Susan M. Vatzvog

STATE OF FLORIDA)  
: SS  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared Susan M. Vatzvog, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation this 24 day of January, 1996

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

(5)

HOBERT F. WOOD  
NOTARY PUBLIC—STATE OF FLORIDA  
MY COMMISSION EXPIRES 10/11/98  
COMMISSION NUMBER CC412853

J. D. Shown FDL

**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 Unlimited Help of South Florida, Inc.
2. The name and address of the Registered Agent and office is Susan M. Vatsvog, 11731 Timbers Way, Boca Raton, Florida 33428.

Unlimited Help of South Florida, Inc.

*Susan Vatsvog*  
Susan M. Vatsvog

Title: Incorporator

Date: 1-24-96

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in 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 of Registered Agent.

*Susan Vatsvog*  
Susan M. Vatsvog

Date: 1-24-96

P96000011690

Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Unlimited Help of South Florida  
110 Croton Avenue  
Lantana, Florida 33462  
(561) 641-1042

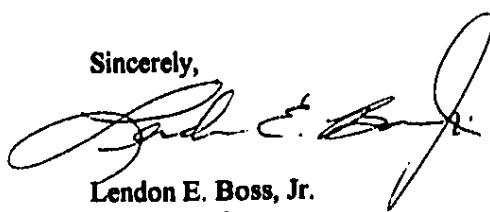
September 26, 1996

0000001962810  
-10/02/96--01041--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Secretary of State:

Please find enclosed amendments to our corporation accompanied by a check for \$35.00. I have also included a copy of those changes so that after processing you can stamp them received and return that copy to us for our records. Thank you in advance, I remain;

Sincerely,



Lendon E. Boss, Jr.  
President/Director

APPROVED  
AND  
FILED  
96 OCT -2 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
P96000011690  
Amendments  
10-2-96

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

UNLIMITED HELP OF SOUTH FLORIDA, INC.  
Document number P96000011690

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST: Amendment(s) adopted:**

**Article XIII. RESTRICTIONS ON TRANSFER OF STOCK**

Gerald Levesque owning 200 shares of capital stock in Unlimited Help of South Florida, Inc. transferred the stock to Lendon E. Boss, Jr.. Shares of capital stock of this Corporation are now in the amount set opposite his or her name:

Susan M. Vatsvog	200 Shares
Lendon E. Boss, Jr.	800 Shares

APPROVED  
AND  
FILED  
96 OCT -2 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article V. REGISTERED AGENT AND REGISTERED OFFICE**

The registered Agent and the street address of the Registered Office of this Corporation in the State of Florida Shall be:

Susan M. Vatsvog  
c/o Unlimited Help of South Florida, Inc.  
110 Croton Avenue  
Lantana, Florida 33462

## Article VII. DIRECTOR

On September 20, 1996 Diane Verdi was appointed to serve on the Board of Director of this Corporation, the Board of Directors are as follows:

Lendon E. Boss, Jr.  
220 Croton Avenue, Suite 103  
Lantana, Florida 33462

Diane Verdi  
5888 Triphammer Road  
Lake Worth, Florida 33463

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Shares held by the shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders, if any, or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**THIRD:** The date of each amendment's adoption: September 20, 1996

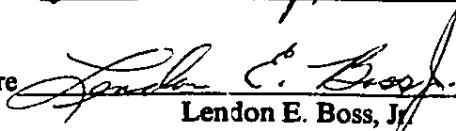
95 OCT -2 fm 9:15  
SECRETARY OF STATE  
PALM BEACH COUNTY, FLORIDA  
APPROVED  
AND  
FILED

**FORTH:** Adoption of Amendment(s)

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 21 day of September 1996

Signature

 Director  
Lendon E. Boss, Jr. Director

Address: 220 Croton Avenue, Suite 103, Lantana, Florida 33462

# P960000 11690

Requestor's Name

Address

UNLIMITED HELP OF SOUTH FLORIDA, INC.  
110 Croton Ave.  
Lakewood, Florida 33402

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INT NUMBER(S), (if known):

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Certificate of Status

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	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
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	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED  
97 JAN 27 PM 1:03  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

NC AM  
DP  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

**UNLIMITED HELP OF SOUTH FLORIDA, INC.**  
Document number P96000011690

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST: Amendment(s) adopted:**

**Article I. CORPORATE NAME-CHANGE TO:**

Unlimited Home Care Services, Inc.

97 JAN 27 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article XIII. -RESTRICTIONS ON TRANSFER OF STOCK**

1. On January 20, 1997 Susan M. Vatsvog owning 200 shares of capital stock in Unlimited Help of South Florida, Inc. transferred the stock to Lendon E. Boss, Jr.
2. Also on January 20, 1997 Lendon E. Boss, Jr. Owning 1000 shares of the corporation or 100%, transferred 490 shares of corporation or 49% to Diane Verdi.

Shares of capital stock of this Corporation are now in the amount set opposite his or her name.

Lendon E. Boss, Jr. 510 Shares - 51%

Diane R. Verdi 490 Shares - 49%

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Shares held by the shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders, if any, or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

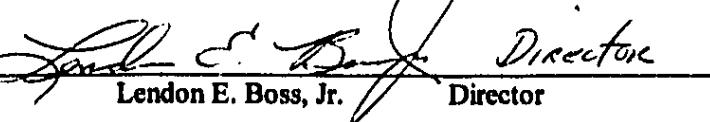
**THIRD:** The date of each amendment's adoption: January 20, 1996

**FORTH:** Adoption of Amendment(s)

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 21 day of January 1997

Signature



Lendon E. Boss, Jr.

Director

Address: 220 Croton Avenue, Suite 103, Lantana, Florida 33462