

P96000070063

Ausley A. McMullen
Requestor's Name

Address

City/State/Zip Phone #

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 22 PM 1:30

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):

1. Transactional Hospitals Corporation of Florida, 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

NEW FILINGS	
<input 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

RECEIVED
96 AUG 22 AM 11:26
DIVISION OF CORPORATIONS

Examiner's Initials

ARTICLES OF INCORPORATION
OF
TRANSITIONAL HOSPITALS CORPORATION OF FLORIDA, INC.

FILED
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH
FLORIDA
JAN 22 1990
PM 1:30

KNOW ALL MEN BY THESE PRESENTS:

That as of this day, the following is stated for the purpose of forming a corporation under and by virtue of the laws of the State of Florida.

I.

The name of this corporation shall be TRANSITIONAL HOSPITALS CORPORATION OF FLORIDA, INC.

II.

Its principal office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida, 33324. The name of the corporation's registered agent is CT CORPORATION SYSTEM. The address of the corporation's registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida, 33324.

III.

The nature of the business and objects and purposes proposed to be transacted, promoted, or carried on by the corporation are as follows:

- (a) To engage in any lawful activity.
- (b) Without limiting in any way the generality of the foregoing to engage in the business of the operation of health care in any locality within and outside the United States of America.
- (c) To purchase, acquire, lease, sell, hold, maintain, and convey real property and easements, or other interests therein.

- (d) To construct, maintain, and operate buildings used for or incidental to such hospital purposes, located or to be located in any and all of said localities.

IV.

This corporation is authorized to issue only one class of shares of stock, the total number of which is one thousand (1,000) and all of such shares shall have a par value of one dollar (\$1.00) per share. Such stock may be issued by the corporation from time to time by the Board of Directors hereof. The shares of stock shall be designated "common stock" and the holders thereof shall be entitled to one vote for each share held by them.

V.

The governing board of this corporation shall be styled "Directors", and the number of such Directors shall be not less than one, nor more than eleven. The name and post office address of the person who is appointed to act as the first Board of Directors of this corporation is as follows:

<u>Name</u>	<u>Address</u>
James R. Laughlin	5110 West Sahara Avenue Las Vegas, NV, 89102

A majority of the Directors in office, present at any meeting of the Board of Directors duly called, whether regular or special, shall always constitute a quorum for the transaction of business, unless the By-Laws shall otherwise provide.

VI.

This corporation shall have perpetual existence.

VII.

A resolution in writing, signed by all the members of the Board of Directors, shall be and constitute action by the said Board of Directors to the effect therein expressed, with the same force and effect as though such resolution had been passed at a duly convened meeting; and it shall be the duty of the Secretary to record every such resolution in the minute book under its proper date.

VIII.

The corporation shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is, or was, a Director or officer of the corporation or, while a Director or officer of the corporation, is or was serving at the request of the corporation as a Director, officer, employee, agent or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including counsel fees), judgments, fines, or penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, to the fullest extent permitted by applicable law.

IX.

These Articles of Incorporation may be amended by a majority vote of the issued and outstanding shares of stock of the corporation.

X.

The name and mailing address of the Incorporator is:

Mary-Michele Armsworthy
5110 West Sahara Avenue
Las Vegas, NV, 89102

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to FLORIDA STATUTES, Title XXXVI, Section 607.0202, does declare and certify that this is her act and deed and the facts herein stated are true and accordingly, have executed these Articles of Incorporation this 21st day of August 1996.

M. M. Armsworthy
Mary-Michele Armsworthy

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On this 21st day of August 1996, personally appeared before me, the undersigned Notary Public, in and for said County and State, Mary-Michele Armsworthy, who acknowledged to me that she was the person named in and who executed the foregoing instrument; and that she executed the same freely voluntarily, and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

Betty Lou Clendenning
NOTARY PUBLIC

My commission expires:



TRANSITIONAL HOSPITALS CORPORATION OF FLORIDA INC.

Acceptance by Registered Agent as required in
Section 607.0501 (3) F.S.:

C T Corporation System is familiar with and accepts
the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

By: Thomas C. Totaro,
Assistant Vice-President

Dated, August 21, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ATTENTION:
VENDOR BILLING DEPT.**

**TRANSITIONAL HOSPITALS
CORPORATION**

**Has been purchased by:
VENCOR, INC.**

EFFECTIVE IMMEDIATELY, please change
our account information & remit all billings to:

**VENCOR, INC.
3300 Providian Center
400 West Market Street
Louisville, KY 40202
Attention: Accounts Payable Dept.**

**FOR ANY INQUIRIES OR QUESTIONS, PLEASE
CONTACT:**

**Vicki Chaffins, Accounts Payable Supervisor
(502) 596-7653**

*A. Allen
7/16/97*