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Cynthia Y. Palermo  
Requestor's Name

3341 Amsterdam Ave.  
Address

Cooper City, Fl. 33026  
City/State/Zip Phone #

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

1. Lexington Health Care, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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CYNTHIA Y. PALERMO GAVE

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

AUTHORIZATION BY PHONE TO

CORRECT R.A. ACCEPTANCE

DATE 7-10-97

DOC. EXAM R. PALERMO

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DIVISION OF CORPORATIONS

Will  
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**ARTICLES OF INCORPORATION**

**OF**

**LEXINGTON HEALTH CARE, INC.**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**

**97 JUL -9 AM 11:53**

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation of such corporation.

**ARTICLE I**

**NAME**

The name of this corporation is LEXINGTON HEALTH CARE, INC.

**ARTICLE II**

**DURATION**

The period of its duration is perpetual

**ARTICLE III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, with a \$1.00 par value.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and office of this corporation is as follows:

**CYNTHIA Y. PALERMO  
3341 Amsterdam Avenue  
Cooper City, Florida 33026**

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The name and address of the initial director of this corporation is:

CYNTHIA Y. PALERMO  
3341 Amsterdam Avenue  
Cooper City, Florida 33026

## **ARTICLE VII**

### **INCORPORATORS**

The name and address of the Incorporators signing these Articles of Incorporation is:

CYNTHIA Y. PALERMO  
3341 Amsterdam Avenue  
Cooper City, Florida 33026

## **ARTICLE VIII**

### **NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

## **ARTICLE IX**

### **DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this corporation.

## **ARTICLE X**

### **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

## ARTICLE XI

### INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

## ARTICLE XII

### SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting is entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XIII

### REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

## ARTICLE XIV

### INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## ARTICLE XV

### RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 9th day of July, 1997.

I hereby accept designation as registered agent for said corporation.

Cynthia Palermo  
INCORPORATOR AND REGISTERED AGENT

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