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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#: 076666002140

CONTACT: KRISTEN DECLEENE

PHONE: (813)461-1818

FAX #: (813)441-8617

NAME: SKILLED SERVICES CORPORATION OF TENNESSEE

AUDIT NUMBER.....H98000011137

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 16, 1998

JOHNSON BLAKELY POPE ET AL.

SUBJECT: SKILLED SERVICES CORPORATION OF TENNESSEE  
REF: W98000013761

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 6 states there will be 3 director(s), whereas 2 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

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**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SKILLED SERVICES CORPORATION OF TENNESSEE**

**ARTICLE I**

**NAME**

The name of this corporation is SKILLED SERVICES CORPORATION OF TENNESSEE.

**ARTICLE II**

**PRINCIPAL OFFICE**

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

11300 - 4th Street North  
Suite 200  
St. Petersburg, FL 33716.

**ARTICLE III**

**CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Dollars (\$1.00) par value common stock.

**Prepared by:**

Michael T. Cronin, Esq.  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, FL 33756  
Bar No. 0469841  
(813) 461-18181

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**ARTICLE IV****INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial Registered Agent of this corporation and the street address of the Initial Registered Office are MICHAEL T. CRONIN, c/o Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A., 911 Chestnut Street, Clearwater, FL 33756. The Registered Agent by his execution of these Articles of Incorporation as incorporator accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.325, Florida Statutes.

**ARTICLE V****INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are MICHAEL T. CRONIN, c/o Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A., 911 Chestnut Street, Clearwater, FL 33756.

**ARTICLE VI****INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are M. STEVEN SEMBLER and DARIAN W. JOHNSON, 11300 - 4th Street North, Suite 200, St. Petersburg, FL 33716.

**ARTICLE VII****DURATION: EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

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**ARTICLE VIII****PURPOSES**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IX****AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X****BYLAWS**

The Initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XI****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 XII****PREEMPTIVE 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 preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive 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 XIII

##### CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

#### ARTICLE XIV

##### ONLY SUB CHAPTER S QUALIFIED STOCKHOLDERS

Only individuals and certain entities that allow the Corporation to be taxed as an S Corporation as defined in Section 1361 of the Internal Revenue Code (1986), as amended, may be stockholders of the Corporation. Any attempted transfer of the Corporation's stock to an individual or entity that is not a permitted S Corporation shareholder or any attempted transfer would cause a termination of the Corporation's S Corporation election shall be void ab initio and not recognized on the books and records of the Corporation.


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IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 15<sup>th</sup> day of June, 1998.

  
MICHAEL T. CRONIN/INCORPORATOR

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, 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 am familiar with and accept the obligations of my position as registered agent.

Dated: June 15, 1998

  
MICHAEL T. CRONIN  
REGISTERED AGENT

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