

# P980000 60514

Requestor's Name

MRS. M. O. ABIDOGUN  
 11403 KABROON CT  
 JACKSONVILLE,  
 FL-32246.

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NUMBER(S), (if known):

1. \_\_\_\_\_ (Document #)  
 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
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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

98 JUL -7 PM 2:41  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

APPROVED  
 AND  
 FILED

B. BROCK JUL 08 1998

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
SUNBEAM HEALTH CARE SERVICES, INC.**

**EFFECTIVE DATE**  
6-29-98

98 JUL -7 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

The undersigned subscribers to these articles of incorporation, each a natural person competent to practice health related services, hereby associate themselves together to form a corporation under the laws of the state of Florida. We do hereby adopt the following Articles of incorporation for the corporation:

**ARTICLE I : NAME**

The name of the corporation is:

SUNBEAM HEALTH CARE SERVICES, INC.

**ARTICLE II: NATURE OF BUSINESS**

The purpose for which the corporation is organized is to transact any or all lawful business that a corporation is permitted to transact under the Florida Business Corporation act, including, but not limited to corporate home health care, nurse registry, pharmaceutical services, homemaker, companion, Sitter services, Adult congregate living facility, Adult day care center, Nursing home facility, and Supplier of Durable Medical equipment.

To conduct business in, have one or more offices in, including franchises, patents, copyrights, trademarks, and licenses in the state of Florida and in all other counties.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the securities or other evidences of indebtedness, created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any person, firm, or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To have and exercise all of the powers now or thereafter conferred upon corporations by the Statutes and Laws of the State of Florida.

All of the foregoing in this article shall be constructed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is;

one thousand (1,000) shares of \$1.00 par value, common stock.

**ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00).

**ARTICLE V: TERM**

This corporation shall have perpetual existence.

**ARTICLE VI: ADDRESS**

The principal address of its initial registered office is;  
11403 Kabroon Ct.  
P.O. Box 19724  
Jacksonville, FL-32245

The Board of Directors may from time to time move the office to any other place in Florida.

**ARTICLE VII: DIRECTORS**

This corporation shall have two Directors, initially. The number of directors may be increased or decreased from time to time, with or without cause, by the Shareholders having the right and entitled to vote at a meeting called for that purpose.

**ARTICLE VIII: INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors of this corporation are:

<u>NAME</u>	<u>Address</u>
MOJISOLA O. ABIDOGUN (RN)	P.O. Box 19724 Jacksonville, FL-32245
OMOTOSHO A. ABIDOGUN (RPH)	P.O. Box 19724 Jacksonville, FL-32245

**ARTICLE IX: SUBSCRIBERS**

The names and post office addresses of the subscribers of these articles of incorporation are :

<u>NAME</u>	<u>Address</u>
MOJISOLA O. ABIDOGUN (RN)	P.O. Box 19724 Jacksonville, FL-32245
OMOTOSHO A. ABIDOGUN (RPH)	P.O. Box 19724 Jacksonville, FL-32245

## ARTICLE X: MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement record in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restriction on the sale, transfer, or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-laws is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defects or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors or between the corporation and any firm of which one or more of its directors are members or employees or in which they are interested, or between the corporation, and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which act upon, or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of the directors present, such interested director or directors to be counted in determining whether a quorum is presented but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common laws and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid; any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

The name and address of the initial registered agent is:

MOJISOLA O. ABIDOGUN (RN)

**Address**

11403 Kabroon Ct.  
P.O. Box 19724  
Jacksonville, FL-32245

## ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, a former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital

stock, or of which it is creditor , against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding if it shall be found by the majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

## **ARTICLE XII. 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 Stockholder's meeting by two-thirds of the stock entitled to vote to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS THEREOF, the undersigned incorporators have executed these articles of incorporation on this 2nd day of July, 1998.

Mojisola O. Abidogun RN (Seal)

Omotosho A. Abidogun RPH (Seal)

State of Florida)

) SS

County of Duval)

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared:

Mojisola O. Abidogun (RN) and  
Omotosho A. Abidogun (RPH)

to me know to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 2nd day of July, 1998

Leslie K. Ousley  
LESLIE K, OUSLEY  
Notary Public, State of Florida



LESLIE KAREN OUSLEY  
My Comm Exp. 6/26/00  
Bonded by Service Ins  
No. CG067003

Personally Known  Other I. D.

My commission expires 6/26/00

**ARTICLE XIII EFFECTIVE DATE**

These articles shall be effective and corporated existence shall commence, as of June 29th, 1998.

Mojisola O. Abidogun RN  
MOJISOLA O. ABIDOGUN (RN)  
"Incorporator"

Omotosho A. Abidogun RPH  
OMOTOSHO A. ABIDOGUN (RPH)  
"Incorporator"

TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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