

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
07/25/94

~~04174-1107~~

CHARTER NUMBER: 876564
ROLL AND FRAME: 4174-1107

CORPORATION:

ALTERNATIVE HOME HEALTH, INC.

DOCUMENT NUMBER

CODE

FEE

94072210101
94072210101

ARF
MIS

85.00
10.00

006015

RETURN TO: DAVID L. BARNES
MASONIC BLDG
P O BOX 22
ST CLAIRSVILLE OH 43950

0594

04174-1107



The State of Ohio

Bob Taft

Secretary of State

876564

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF MIS

of:

ALTERNATIVE HOME HEALTH, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 4174 at Frame 1109 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 22ND day of JULY ,

A.D. 19 94 .



Bob Taft

Bob Taft
Secretary of State

04174-1109

APPROVED
LO
7-22-94
185
9407 22/0101

ARTICLES OF INCORPORATION

OF

ALTERNATIVE HOME HEALTH, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit under R.C. 1701.01, et seq., do hereby certify:

First: The name of the corporation shall be ALTERNATIVE HOME HEALTH, INC.

Second: The place in Ohio where its principal office is to be located is 56973 Wegee Road, Shadyside, Belmont County, Ohio 43947.

Third: The purpose of forming this corporation is to carry on and conduct a business of providing skilled intermittent health care to be delivered in a residential setting in an effort to assist the client in maintaining his/her highest level of quality life while living independently.

And to acquire other corporations or businesses, or interests or shares of stock therein, which may be deemed necessary for the benefit of this corporation; to sue and be sued; contract and be contracted with, in its corporate name; to purchase, acquire, hold, convey, lease, mortgage, or dispose of property, real or personal, tangible or intangible; to borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures and other

04174-1107

operations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured; to purchase, acquire, guarantee, hold, and dispose of the shares, bonds and other evidence of indebtedness or contracts of any corporation, domestic or foreign; to acquire the good-will, rights and property, and to undertake the whole or any part of the assets or liabilities of any persons, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, or in any manner to acquire, and to hold, own, use, operate, and to sell or in any manner dispose of, and to grant license or other rights, inventions, improvements and processes used in connection with or secured under letters, patent, or copyrights of the United States or other countries, or otherwise, and to work, operate, or develop the same, and to carry on any business, manufacturing, storing or otherwise, which may directly or indirectly effectuate these objects or any of them;

04174-1107

To carry on any or all of its operations and business and to promote its objects within the State of Ohio, or elsewhere, without restriction as to place or amount;

To do any or all of the things set forth herein to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, or otherwise, alone or in company with others and to do any and all things necessary to accomplish the purposes as set forth herein. And to engage in any lawful act or activity, either alone or in conjunction with any purpose specified herein, which corporations may be formed under Secs. 1701.01 and 1701.98, inclusive, of the Revised Code.

Fourth: The maximum number of shares which the corporation is authorized to have outstanding is 850, all of which shall be without par value.

Fifth: The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

Sixth: The corporation shall have the authority to purchase, re-purchase, hold and redeem, and to reissue or retire the shares of its capital stock when authorized by the affirmative vote of the holders of a majority of the shares outstanding.

Seventh: Whenever any action to be taken at a Shareholder's meeting is, by law, required to have the assent or approval of the

04174-1107

shareholders, such assent or approval may be given by the affirmative vote of the holders of a majority of the shares outstanding, such vote may be made in person or by proxy.

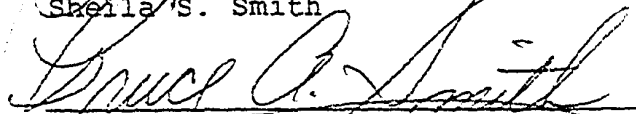
Eighth: The shareholders of this corporation shall have preemptive right to subscribe to any unissued or treasury shares and to any and all additional issues of stock of this corporation of any and all classes; pro rata.

Ninth: The shareholders of the corporation shall have the authority to restrict the sale or transfer of any issued or unissued shares of the corporation.

Tenth: There shall be no prohibition against "self-dealing" with the corporation by shareholders, officers or directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 20 day of July, 1994.



Sheila S. Smith

Bruce A. Smith

David L. Barnes

00174-1107

STATE OF OHIO, COUNTY OF BELMONT. SS:

Before me, a Notary Public, in and for said County and State, personally appeared the above named Sheila S. Smith, Bruce A. Smith, and David L. Barnes, who acknowledged that they did sign the foregoing Articles of Incorporation, and that the same is their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed by official seal at St. Clairsville, Ohio, this 20 day of July, 1994.

Marilyn Marley
NOTARY PUBLIC

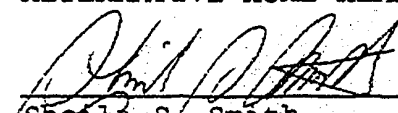
My Commission Expires MARILYN MARLEY, Notary Public
State of Ohio
My Commission Expires September 1995

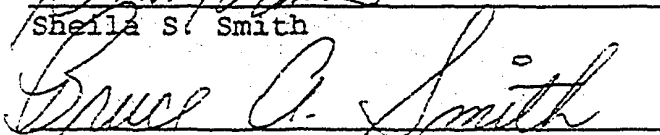
04174-1107

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of Alternative Home Health, Inc., do hereby appoint David L. Barnes, Attorney at Law, a natural person and resident of the County in which the corporation has its principal office, upon whom process, notice or demand required or permitted by statute to be served upon the corporation, may be served. His complete address is 115 E. Main Street, P.O. Box 22, St. Clairsville, Ohio 43950.

ALTERNATIVE HOME HEALTH, INC.



Sheila S. Smith

Bruce A. SmithJuly 20, 1994

Alternative Home Health, Inc.

Gentlemen:

I, David L. Barnes, do hereby accept appointment as agent of your corporation upon whom process, tax notice, or demands may be served.



David L. Barnes

04174-1107

DAVID L. BARNES
ATTORNEY AT LAW
MASONIC BUILDING
P. O. BOX 22
ST. CLAIRSVILLE, OHIO 43950
TEL. 695-2929

July 20, 1994

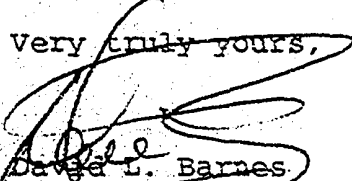
Secretary of State
30 East Broad Street
14th Floor
Columbus, OH 43266-0418

RE: Alternative Home Health, Inc.

Gentlemen:

Enclosed herewith please find the Articles of Incorporation for Alternative Home Health, Inc., together with a check in the amount of \$95.00 for filing of same and \$10.00 for expedited services.

Very truly yours,


David L. Barnes
Attorney at Law

DLB:mm

Encls.

CORRESPONDENCE