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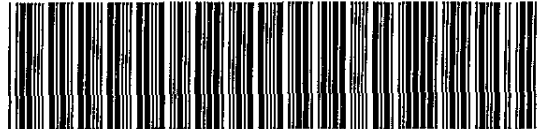
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03 NOV - 3 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Not Amended
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October 30, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sarasota Welfare Home, Inc.

Ladies and Gentlemen:

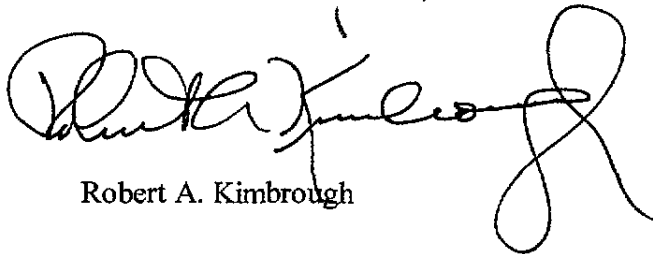
Please find enclosed herewith Certificate of Amendment to Articles of Incorporation of Sarasota Welfare Home, Inc. Please note that among the changes included in this amendment is a change of corporate name to Pines of Sarasota, Inc.

Also enclosed is my check payable to Florida Department of Revenue in the amount of \$43.75 as filing fee and charge for a certified copy of the approved articles of amendment. It is requested that these articles of amendment be accepted and approved and that a certified copy of them be prepared and transmitted to me.

Thank you for your assistance.

Sincerely,

KIMBROUGH & KOACH, LLP

A handwritten signature in black ink, appearing to read "Robert A. Kimbrough", with a large, stylized loop at the end.

Robert A. Kimbrough

RAK/cp
Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SARASOTA WELFARE HOME, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida corporation not for profit adopts the following completely amended and entirely restated Articles of Amendment to its Articles of Incorporation.

RESOLVED, that the Articles of Incorporation of the corporation be entirely and totally amended according to the following Articles of Incorporation:

ARTICLE I. NAME

The corporation hereby changes its name from SARASOTA WELFARE HOME, INC., to PINES OF SARASOTA, INC., by which name it shall hereafter be known.

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. PURPOSES

A. The corporation is a not for profit corporation. The purposes for which the corporation is organized shall be to establish and maintain a not for profit, charitable skilled nursing home and assisted living facility, and related activities.

B. The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on propaganda; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office; and shall not carry on any other activities not permitted to be

carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any further United States Internal Revenue law.

ARTICLE IV. MEMBERS

The sole class of members of this corporation shall be its directors. The qualifications of the members of the corporation, the manner of their admission, the property, voting, and other rights and privileges of members shall be as regulated in the By-Laws. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V. SUBSCRIBERS

The names and residence addresses of each incorporator were contained in the Articles of Reincorporation previously filed and approved July 7, 1964.

ARTICLE VI. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors shall be three, or such greater number as may be determined from time to time by the bylaws of the corporation.

The directors shall be elected at the annual meeting of the corporation and shall serve for a term of two (2) years and until the qualification of their successors in office. The terms of directors shall be phased so that as nearly as possible one half of the directors shall have terms expiring and elected each year. The names and addresses of the present Board of Directors are as follows:

CATHERINE BOYER
4004 Brookside Drive
Sarasota, FL 34231

JOHN BROWNING
1376 Harbor Drive
Sarasota, FL 34239

DAVID A. GIORDANO, MD
6 Lands End Lane
Sarasota, FL 34242

CARL SMITH
3994 Hina Drive
Sarasota, FL 34236

GERALD J. CAVANAUGH
3909 Casey Key Road
Nokomis, FL 34237

H.J. (JACK) FLOYD
2630 Colony Terrace
Sarasota, FL 34239

MARY ALICE JACKSON, ESQ.
1800 Second St., Ste. 18
Sarasota, FL 34236

ROSWELL E. ROUND, JR.
Brig. Gen. USA (Ret.)
355 Bob White Way
Sarasota, FL 34236

VICTORIA URBAN, PHD
628 Owl Way
Sarasota, FL 34236

JOHN W. OVERTON
1871 Cottonwood Trail
Sarasota, FL 34232

FLORENCE BROWN
901 Alameda Lane
Sarasota, FL 34234

O. HOWARD DAVIDSMEYER
5159 Riverwood Avenue
Sarasota, FL 34231

ROBERT A. KIMBROUGH, ESQ.
7100 Gator Creek Blvd.
Sarasota, FL 34241

JOHN A. SMITH
4540 Lake Vista Drive
Sarasota, FL 34231

CATHERINE FERNANDEZ
2301 Okobee Drive
Sarasota, FL 34239

ARTHUR M. GOLDBERG
3763 Glen Oaks Manor Dr.
Sarasota, FL 34232

JOE JENNINGS
1041 Bay Point Place
Sarasota, FL 34236

HAROLD STINCHCOMB
4988 Vinson Way
Sarasota, FL 34232

BETTY LOU BURTON
1642 Catalonia Lane
Sarasota, FL 34239

ARTICLE VII. OFFICERS

The affairs of this corporation shall be managed by the following officers: Chairman of the Board, President, one or more Vice Presidents, Secretary and Treasurer, and such other officers as may be prescribed in the By-Laws. Each officer shall be elected by the Board of Directors at the annual meeting. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected.

The names of the officers who are to serve until the first election under the By-Laws are:

Chairman of the Board: ARTHUR M. GOLDBERG

President: JOHN W. OVERTON

Vice President: GERALD J. CAVANAUGH

Secretary: O. HOWARD DAVIDSMEYER

Treasurer: CARL SMITH

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE IX. BY-LAWS

By-Laws of the corporation may be adopted or amended by approval of two-thirds (2/3) of the members entitled to vote thereon, unless all of the members sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

ARTICLE X. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the members of the Board of Directors at any regular meeting or special meeting by a two-thirds vote of the members present.

ARTICLE XI. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial principal office of the corporation and the street address of the initial registered office of the corporation is 1506 North Orange Avenue, Sarasota, Florida 34236. The name of its initial registered agent at that address is JOHN W. OVERTON.

ARTICLE XII. DISPOSITION UPON DISSOLUTION

On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Directors has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the Board of Directors of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

CERTIFICATION

The date of adoption of this amendment was the 28th day of October, 2003.

There are no members entitled to vote on the amendment. The amendment was adopted by the Board of Directors of the corporation pursuant to the existing Articles of Incorporation.

SARASOTA WELFARE HOME, INC.

By Arthur M. Goldberg
ARTHUR M. GOLDBERG, Chairman

By O. Howard Davidsmeyer
O. HOWARD DAVIDSMEYER, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared ARTHUR M. GOLDBERG, Chairman, and O. HOWARD DAVIDSMEYER, Secretary, to me known to be the persons who executed the foregoing Amended Articles of Incorporation.

WITNESS my hand and official seal in the county and state named this 30th day of October, 2003.



Robert A. Kimbrough
MY COMMISSION # DD001606 EXPIRES
March 18, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Robert A. Kimbrough
Notary Public – State of Florida
Name Printed:
My Commission Expires:

Personally Known yes OR Produced Identification _____
Type of Identification Produced _____