LAW OFFICES

MONACO, SMITH, HOOD, PERKINS, LOUCKS & STOUT

A Partnership of Professional Associations

DAVID A. MONACO
HORACE SMITH, JR.
CHARLES D. HOOD, JR.
TERENCE R. PERKINS
WILLIAM E. LOUCKS
LARRY R. STOUT
MICHAEL S. ORFINGER
SCOTT A. SELIS
ERIC K. NEITZKE
CLAY L. MEEK
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TELEPHONE (904) 254-6875
FACSIMILE (904) 257-1834

HARRY G. McCONNELL
Of Counsel

763910

200002132022--9
-04/02/97--01128--001
*****85.50 *****85.50

March 31, 1997

CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800002224988--4
-06/27/97--01059--025
***********2.00
299.50

RE: Atlantic Community Care, Inc.
Our File: 2540.0001

Dear Sirs:

Pursuant to the provisions of Chapter 617, Florida Statutes, enclosed please find one original and one conforming copy of the Articles of Amendment of Atlantic Community Care, Inc. Please file the enclosed Articles of Amendment and issue to us a certified copy.

We enclose herewith a check in the amount of $85.50 in payment of the appropriate fees. We appreciate your assistance in this matter.

Best personal regards.

Very truly yours,

Charles D. Hood, Jr.

Charles D. Hood, Jr.

97 JUN 25 AM 10:34

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CDH/GPM/sab
Enclosure

cc: James R. Davenport

JUN 2 6 1997

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HARRY G. McCONNELL
Of Counsel

June 19, 1997

BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Department of State
Division of Incorporation
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Atlantic Community Care, Inc.
Our File No.: 2540.0001

Dear Sir:

Enclosed for re-filing are the following documents:

1. Copies of your letters dated April 7, 1997 and June 13, 1997;

2. An original and one copy of the Articles of Amendment to the Articles of Incorporation of Atlantic Community Care, Inc.

3. Completed Florida Department of State application for reinstatement.

I also enclose herewith my check number 37671 in the amount of $299.50 in payment of the applicable fees, which was inadvertently omitted from my letter dated June 9, 1997. I appreciate your assistance in this matter.

Best personal regards.

Very truly yours,

Charles D. Hood, Jr.

Charles D. Hood, Jr.

CDH/GPM/bcj
Enclosures

cc: James R. Davenport

LAW OFFICES

MONACO, SMITH, HOOD, PERKINS, LOUCKS & STOUT

A Partnership of Professional Associations

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DAYTONA BEACH, FL 32118

TELEPHONE (904) 254-6875
FACSIMILE (904) 257-1834

HARRY G. McCONNELL
Of Counsel

June 9, 1997

BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Department of State
Division of Incorporation
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Atlantic Community Care, Inc.
Our File No.: 2540.0001

Dear Sir:

Pursuant to your letter of April 7, 1997, enclosed are the following documents:

1. Copy of your letter dated April 7, 1997.
2. An original and one copy of the Articles of Amendment to the Articles of Incorporation of Atlantic Community Care, Inc.
3. Completed Florida Department of State application for reinstatement.

I also enclose herewith my check number 37671 in the amount of $299.50 in payment of the applicable fees. I appreciate your assistance in this matter.

Best personal regards.

Very truly yours,

Charles D. Hood, Jr.

Charles D. Hood, Jr.

CDH/GPM/bcj
Enclosures

cc: James R. Davenport

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1997

Charles D. Hood, Jr.
Monaco, Smith et al
P.O. Box 15200
Daytona Beach, FL 32115

SUBJECT: ATLANTIC COMMUNITY CARE, INC.
Ref. Number: 763910

We have received your document for ATLANTIC COMMUNITY CARE, INC. and check(s) totaling $85.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per your letter of June 9, there was no check enclosed for $299.50. To be applied to the reinstatement and additional filing fee for the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 297A00031956

RECEIVED
5 AM 8:27
CORPORATI

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1997

~~Charles D. Hood~~, Jr. GPM
Monaco, Smith et al
P.O. Box 15200
Daytona Beach, FL 32115

RECEIVED
97 JUN 11 PM 1:31
DIVISION OF CORPORATIONS

SUBJECT: ATLANTIC COMMUNITY CARE, INC.
Ref. Number: 763910

We have received your document for ATLANTIC COMMUNITY CARE, INC. and your check(s) totaling $85.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file an amendment is $35 and an additional $52.50 for a certified copy. The total amount due is $87.50. Please submit an additional $2 for the certified copy.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application or annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: $175 reinstatement fee, $61.25 filing fee per year.

Therefore, the total amount due to reinstate the corporation is $297.50. Add an additional $8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 197A00017246

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ATLANTIC COMMUNITY CARE, INC.

The Articles of Incorporation of ATLANTIC COMMUNITY CARE, INC., which were filed on June 24, 1982 and amended by articles of amendment filed on November 23, 1982 and July 28, 1986, are hereby further amended to read as follows:

1. Section (a) of Article IV-General and Specific Powers is hereby amended to read as follows:

   (a) To provide elderly persons and handicapped persons with housing and health care facilities and services specially designed to meet their physical, medical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

2. Section (e) of Article IV-General and Specific Powers is hereby amended to read as follows:

   (e) In the event of a dissolution, the residual assets of the organization will be turned over to Act Corporation, a Florida non profit corporation exempt as an organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or if at the time Act Corporation is not an organization so described, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local Government for exclusive public purpose.

3. Section (d) of Article V-Corporate Powers is hereby amended to read as follows:

   (d) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after payment of the Corporation's debts shall be conveyed or distributed to Act Corporation, or if at the time Act Corporation is not an organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, such assets shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation; PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

4. Article VI-Management of Corporate Affairs is hereby amended in its entirety to read as follows:

ARTICLE VI
Management of Corporate Affairs

The affairs of the Corporation and business dealings of the Corporation will be managed and directed by the Board of Directors and such officers or committee chairmen as the Board of Directors may from time to time appoint. The directors and such officers as the directors shall require or the officers as the By-Laws require, shall be elected at the annual meeting of the Corporation in accordance with the By-Laws of the Corporation. The number of directors of the Corporation shall be no more than eleven (11) nor less than three.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the corporation in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one (1) year. The secretary and treasurer may be the same person, and need not be a director of the Corporation.

The annual meeting shall be held on the second Monday in February of each year.

5. Article VII- Membership is hereby amended in its entirety to read as follows:

ARTICLE VII
Membership

The Board of Directors of the Corporation shall have the power to establish classes of membership and to admit members to the Corporation in the manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the By-laws of the Corporation.

6. Article VIII- By-Laws is hereby amended in its entirety to read as follows:

ARTICLE VIII
By-Laws

By-Laws of the Corporation may be adopted, altered, modified or rescinded by the directors at any regular or special meeting called for that purpose, as long as they are not inconsistent with the provisions of these Articles or of any regulatory agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article V hereof.

7.. Article IX- Amendments is hereby amended in its entirety to read as follows:

ARTICLE IX
Amendments

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary. In addition, any amendment must be adopted by a two-thirds vote of the Board of Directors present and voting at a properly called regular or special meeting after due notice as provided in the By-Laws. Upon such approval by the above, such amendment shall be forwarded to the Secretary of State of Florida and approved by such office before the same shall become effective.

8. Except as specifically amended above, all other provisions of the original Articles of Incorporation, as modified by the previous Articles of Amendment, are to remain in full force and effect.

The foregoing Amendments were adopted by all of the members of this Corporation on the 27th day of March, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 27th day of March, 1997.

X James R Davenport
James R. Davenport President

X James R Davenport
James R. Davenport Secretary

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 27th day of March, 1997, by James R. Davenport ~~and~~ __________, who are personally known to me or who produced __________ as identification and who did (not) take an oath, and who are known to me to be the President and Secretary, respectively, of Atlantic Community Care, Inc., and who executed the foregoing as such President and Secretary for the purposes stated therein.

Sue Anne Hensler
Notary Public, State of Florida
My commission expires:

SUE ANNE HENSLER
MY COMMISSION # CC 534126
EXPIRES: February 19, 2000
Bonded Thru Notary Public Underwriters