

LAW OFFICES  
**RYAN & RYAN, P.A.**  
THIRD FLOOR  
700 EAST DANIA BEACH BOULEVARD  
DANIA BEACH, FLORIDA 33004-3090

PO0000088414

ARCHIE J. RYAN, III  
TIMOTHY M. RYAN  
CHRISTOPHER J. RYAN  
MICHAEL S. BENDER

TELEPHONE (954) 920-2921  
FACSIMILE (954) 921-1247

September 14, 2000

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
9/14/00

FILED  
00 SEP 18 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Incorporation of Abbey Manor  
Retirement Residence, Inc.  
Our File No. 17239E

100003397181--2  
-09/18/00--01143--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Greetings:

Enclosed please find the original and true copy of the Articles of Incorporation and Registered Agent Designation of Abbey Manor Retirement Residence, Inc. which we request you file at this time.

Enclosed also, please find Ryan & Ryan, P.A. Trust Account check no. 12698 in the amount of \$78.75 in payment for the filing fee for the Articles of Incorporation, Designation and Acceptance by Registered Agent, and Application for Certificate of Status.

We request that you return a time-stamped copy of the Articles of Incorporation and the Certificate of Status to the undersigned at the above listed address.

Thank you for your assistance in this matter, and please feel free to contact me if you have any questions regarding same.

Very truly yours,

  
CHRISTOPHER J. RYAN

FILED  
00 SEP 18 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CJR/cbe  
Enclosures

SJS  
9/19

EFFECTIVE DATE  
9/14/00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 SEP 18 AM 11:44

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**ABBEY MANOR RETIREMENT RESIDENCE, INC.**

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be ABBEY MANOR RETIREMENT RESIDENCE, INC.

**ARTICLE II**

**CORPORATE EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to, operating and managing an assisted living facility and retirement residence, and to generally do any and all things necessary, pertinent and convenient to the powers herein and hereby conferred.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise

thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

**ARTICLE IV**

**CAPITAL STOCK**

The amount of the authorized capital stock of this corporation shall be SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**ARTICLE V**

**PRINCIPAL PLACE OF BUSINESS  
AND REGISTERED AGENT ADDRESS**

The principal place of business of this corporation shall be at 2718 Johnson Street, Hollywood, Broward County, Florida 33020, and the street address of its initial registered agent office shall be at 2718 Johnson Street, Hollywood, Broward County, Florida 33020, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of the original registered agent is GRAZYNA UEBERLAUER, whose address is 2718 Johnson Street, Hollywood, Broward County, Florida.

**ARTICLE VI**

**AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

**ARTICLE VII**

**NUMBER OF DIRECTORS**

The number of directors of this corporation shall not be less than one (1) nor more than four (4).

**ARTICLE VIII**

**DIRECTORS**

The names and post office addresses of the first Board of Directors of this corporation shall be two (2) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

GRAZYNA UEERLAUER  
950 SE 5 AVENUE  
POMPANO BEACH, FL 33060

MAGDALENA UEERLAUER  
950 SE 5 AVENUE  
POMPANO BEACH, FL 33060

**ARTICLE IX**

**INCORPORATOR**

The name and address of the incorporator to the Articles of Incorporation is:

GRAZYNA UEERLAUER  
950 SE 5 AVENUE  
POMPANO BEACH, FL 33060

**ARTICLE X**

**SPECIAL CHARTER PROVISIONS**

Directors and Officers of this corporation need not be Stockholders.

**ARTICLE XI**

**DATE OF COMMENCEMENT**

The date of commencement of corporate existence of this corporation shall be September 14, 2000.

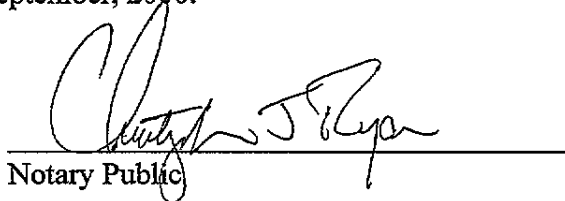
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 14<sup>th</sup> day of September, 2000.

  
GRAZYNA UEERLAUER

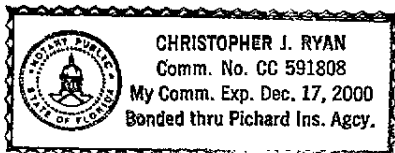
STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

PERSONALLY APPEARED before me, the undersigned authority, GRAZYNA UEERLAUER, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 14th day of September, 2000.

  
Notary Public

My Commission Expires:



**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

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The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

**ABBHEY MANOR RETIREMENT RESIDENCE, INC.**

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 2718 Johnson Street, Hollywood, Florida 33020, has named GRAZYNA UEERLAUER, located at 2718 Johnson Street, Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this state.

**OFFICERS:**

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
GRAZYNA UEERLAUER	President/Secretary	950 SE 5 Avenue Pompano Beach, FL 33060
MAGDALENA UEERLAUER	Treasurer	950 SE 5 Avenue Pompano Beach, FL 33060

**BOARD OF DIRECTORS:**

GRAZYNA UEERLAUER	950 SE 5 Avenue Pompano Beach, FL 33060
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MAGDALENA UEBERLAUER

950 SE 5 Avenue  
Pompano Beach, FL 33060

Dated this 14<sup>th</sup> day of September, 2000.

  
GRAZYNA UEBERLAUER

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
GRAZYNA UEBERLAUER  
Registered Agent