

LAW OFFICES
OF

GOLDSMITH & GROUT
PROFESSIONAL ASSOCIATION

N98000003721

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June 22, 1998

Via Overnight Delivery

Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

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Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for Shady Rest Care Pavilion, Inc., a not-for-profit corporation, and the Designation of Registered Agent for Shady Rest Care Pavilion, Inc. for filing on behalf of the incorporator, Dennis L. Miller. Upon filing, please make a certified copy of the Articles and contact Peter Lewis at our Tallahassee office, phone number (850) 222-1745, for pickup.

I have enclosed a check for \$122.50 to cover the necessary filing fees and certified copy fees. Thank you for your assistance, and if you have any questions or concerns, please do not hesitate to contact us.

Sincerely,

Randy C. Bryan
Randy C. Bryan

FILED
98 JUN 23 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply to:

385 West Fairbanks Avenue, #300
Post Office Box 2011
Winter Park, FL 32790-2011
Telephone (407) 740-0144
Telecopier (407) 740-8574

307 West Park Avenue
Post Office Box 1017
Tallahassee, FL 32302-1017
Telephone (850) 222-1745
Telecopier (850) 222-0708

Handwritten initials and date: 8-5-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SHADY REST CARE PAVILION, INC.
(A not for profit corporation)

The undersigned, acting as incorporator of a not for profit corporation under Florida Statutes, Chapter 617, the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

FIRST: The name of this corporation shall be SHADY REST CARE PAVILION, INC.

SECOND: The location of the principal office and mailing address of this corporation shall be 2310 North Airport Road, Fort Myers, Florida 33907.

THIRD: The corporation shall become effective immediately, and the duration of the corporation shall be perpetual.

FOURTH: The Corporation is formed exclusively for charitable, educational, scientific or religious purposes. Shady Rest Care Pavilion has been operating as a skilled nursing facility under the Lee County Board of County Commissioners for over 40 years. It is the intent and desire of the undersigned incorporator and Lee County to continue this mission as a separate entity from Lee County. The corporation shall perform all services necessary to operate a skilled nursing facility, and perform all activities permitted corporations under the laws of this State, to the extent activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for charitable, religious, educational, and scientific purposes to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

FIFTH: Solely in furtherance of the purposes of the Corporation, the Corporation shall have all the powers permitted not-for-profit, nonstock corporations under the laws of this State, to the extent such powers are permitted to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (of the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and to the extent such powers are not inconsistent with the Corporation's non-private foundation status under Section 509(a) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

SIXTH: Except as otherwise required by law or these Articles of Incorporation, all right, power, and authority of the Corporation shall be vested in, and all the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, and no action of the Corporation may be taken without the approval of the Board of Directors, unless the right of such approval has been delegated in the manner prescribed by the approved By-laws. The Corporation shall have between three (3) and thirteen (13) Directors, as determined by the By-laws of the Corporation. The initial Board of Directors, named below, shall serve as directors until the first Annual Meeting of the Board of Directors. Thereafter, the Board of Directors shall be elected annually at the official Annual Meeting of the Board of Directors, and shall serve for a period of at least one (1) year or until the election of a successor, or until such time as the director resigns, or until the director is removed from office. If the Board of Directors deems it necessary, it can provide for staggered terms for directors in the By-laws of the Corporation. The Chairman of the Board of Directors shall be elected by the Directors at their first meeting.

The initial Board of Directors are as follows:

Kathy S. Beehler
1597 Winston Road
North Fort Myers, Florida 33917

Anne Dalton, Esq.
2044 Bayside Parkway
Fort Myers, Florida 33901

Thomas W. Dalton
5683 Balkan Court
Fort Myers, Florida 33919

Leo R. Doerr
12998 South Cleveland Avenue
Fort Myers, Florida 33907

Weston R. Edwards
16121 RoseRush Court
Fort Myers, Florida 33908

Karen B. Hawes
83 Pondella Road
North Fort Myers, Florida 33903

Dennis L. Miller
3370 Little Creek Drive
Fort Myers, Florida 33905

Al Neuman
3830 Evans Avenue
Fort Myers, Florida 33901

Rita Sawyer
1201 SW 44th Street
Cape Coral, Florida 33914

Dennis Simon
551 Sea Oats Drive
Sanibel, Florida 33957

James Holbrook
1001 North Waterway Drive
Fort Myers, Florida 33919

SEVENTH: The officers of this Corporation shall be a President, a Secretary and a Treasurer and such other officers as may be provided for in the By-laws. The powers of the officers shall be provided for in the By-laws of the corporation. The officers shall be elected annually at the official Annual Meeting of the Board of Directors of the Corporation, and shall serve for a period of one (1) year or until the election of a successor, or until such time as the officer resigns, or until recalled as provided for in the By-laws.

EIGHTH: The Corporation is not authorized to issue capital stock, and shall not be operated for profit at any time during its existence.

NINTH: The address of the registered office of the Corporation in this State is 2310 North Airport Road, Fort Myers, Florida 33907. The name of the registered agent of the Corporation at that address is Dennis L. Miller, who is a citizen and resident of this State.

TENTH: The following provisions are hereby adopted for defining, limiting and regulating the powers of the Corporation and of the Directors.

(1) No part of the net earnings of the Corporation shall inure to the private or individual benefit of, or be distributable to, its Directors, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions, or donations in furtherance of the purposes set forth in Article FOURTH hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by 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 future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute any assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such corporate assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall have the power to indemnify its Directors and officers to the full extent permitted by law, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with any applicable statutory standards; and upon authorization of the Board of Directors, the Corporation may indemnify other employees or agents to the same extent; provided, however, such indemnification shall only be to the extent

permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

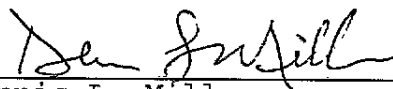
(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(5) The Corporation retains the right to further amend its corporate purposes from time to time so that it may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributing to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

ELEVENTH: Subject to the requirements of law, these Articles may be amended solely by a majority vote at a meeting of the Board of Directors then in office. By-laws for the conduct of business and affairs and the carrying out of the purposes of this corporation may be made, amended, altered, or rescinded by a majority vote of the Board of Directors at any regular or special meeting of said Board.

THE UNDERSIGNED has executed these articles of incorporation at Fort Myers, Florida, on the 19th day of June, 1998.



Dennis L. Miller
Incorporator

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98 JUN 23 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Shady Rest Care Pavilion, Inc.
2. The name and address of the registered agent is:

Dennis L. Miller
2310 North Airport Road
Fort Myers, Florida 33907

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

Dennis L. Miller

DATE:

6/19/98