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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAY 13 AM 11:06

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BASIC AMENDMENT

AZALEA TRACE, INC.

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Certificate of Status	0
Certified Copy	1
Page Count	83 04
Estimated Charge	\$43.75

T BROWN MAY 13 2003

Amended & Rejected

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03 MAY 13 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
AZALEA TRACE, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

AZALEA TRACE, INC., a Florida not-for-profit corporation organized pursuant to Chapter 617 of the Florida Statutes, hereby amends and restates its articles of incorporation and all amendments thereto in their entirety under the authority of Section 617.1001 et seq. of the Florida Statutes, and that purpose supersedes its original charter and all amendments thereof.

ARTICLE I NAME

The name of the corporation shall be: Azalea Trace, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10100 Hillview Street, Pensacola, Escambia County, Florida, or such other place as may be designated by the Board of Directors.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Being persuaded upon careful perusal of the Holy Scriptures that one of the responsibilities of the Gospel message is to provide for the social needs of humanity in this life on earth, particularly for the elderly -- Acts 6:1-3; James 1:27; 1 Timothy 5; Luke 10:25-37; Exodus 20:12 -- therefore, the objects of this Corporation are to fulfill these needs by providing for the total care of the elderly, including housing, sustenance, medical and other physical needs as guided by the Scriptures. The Corporation is organized exclusively for charitable, religious, and educational purposes to meet the social, spiritual, personal, and healthcare needs of senior citizens in a Christian environment and to provide continuing care for senior citizens in retirement communities guided by the precepts set forth above. These purposes include making distributions to organizations with compatible purposes that qualify as exempt under §501(c)(3) of the Internal Revenue Code of 1986, or a successor statute of similar import (hereinafter the "Code"). The Corporation does not contemplate pecuniary gain or profit incidental or otherwise.

No gift or grant will be accepted if it contains major conditions that would restrict or violate any of the Corporation's charitable, religious, or educational purposes, or if it would require serving a private as opposed to public interest.

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ARTICLE IV MEMBER

The Corporation shall have a sole member, namely ACTS Acquisition Company, LLC, a Florida limited liability company. The sole member shall have such rights and powers provided voting members from time to time under Chapter 617 of the Florida Statutes and such other rights, powers, duties, obligations and responsibilities as provided in the bylaws of the corporation.

ARTICLE V TERM

The corporation shall have perpetual existence.

ARTICLE VI DIRECTORS

The member of the corporation shall elect the directors as set forth in the bylaws.

ARTICLE VI AMENDMENTS TO THE ARTICLES

Amendments to these Articles of Incorporation shall be adopted upon the approval [of the Board of Directors and] the member of the corporation.

ARTICLE VII DISSOLUTION

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify as an organization described in Section 501(c)(3) of the Code and exempt from federal income taxation under Section 501(a) of the Code.

ARTICLE VIII NO INUREMENT

No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any contributor, trustee, director, officer or other private individual or person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein.

ARTICLE IX LIMITATION OF ACTIVITIES

Except as authorized by Section 501(h) of the Code and a proper election filed thereunder, no substantial part of the activities of the corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, whether by the publication or distribution of statements or otherwise. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any year in which it may be a "private foundation," as defined in Section 509 of the Code, in any act prohibited by Section 4941(d) and 4943(e) of the Code, or do any act, or fail to do any acts which will result in the imposition of tax on the corporation under Sections 4942, 4944, or 4945 of the

Code. Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization which is described in Section 501(c)(3) of the Code and exempt from federal income taxation under Section 501(a) of the Code or (b) by a organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X REGISTERED AGENT

The name and Florida street address of the registered agent is:


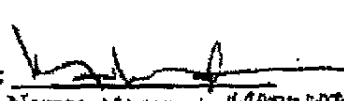
Daniel H. Irwin
6901 SW 18th Street, Suite 301
Boca Raton, Florida 33433

These Amended and Restated Articles of Incorporation of Azalea Trace, Inc. were duly proposed and adopted by an affirmative vote of at least two-thirds of the Board of Directors of Azalea Trace, Inc. at a duly convened meeting of the Board of Directors at which a quorum was present on April 16, 2003, and approved by the member on April 16, 2003, all as required pursuant to these Articles of Incorporation and applicable law.


IN WITNESS WHEREOF, Azalea Trace, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by and attested to by duly authorized officers of the corporation as of the 16 day of April, 2003.

AZALEA TRACE, INC.

Attest:

 By: 
Name: George R. Gunn, Jr. Name: Marvin W. Misenner
Title: Chairman Title: President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent
Daniel H. Irwin

4/16/03
Date