

OCT-17-97 FRI 10:15 AM

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FLORIDA DIVISION OF CORPORATIONS
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ACCT#:

CONTACT: JO ELLEN VAN CAMP

PHONE: (904)353-2000

FAX #:

(904)358-1872

NAME: LIFE CARE PASTORAL SERVICES, INC.
AUDIT NUMBER.....H97000017247
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 17, 1997

LIFE CARE PASTORAL SERVICES, INC.
1000 VICAR'S LANDING WAY (32082)
PONTE VEDRA BEACH, FL 32082

SUBJECT: LIFE CARE PASTORAL SERVICES, INC.
REF: 769699

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000017247
Letter Number: 297A00050723

★ Revised Article VIII, Page 3
as requested.

Jo Ellen VanCamp
Legal Assistant

**RESTATED ARTICLES OF INCORPORATION
OF
LIFE CARE PASTORAL SERVICES, INC.**

Pursuant to Section 617.1007, Florida Statutes, Life Care Pastoral Services, Inc., hereby restates in its entirety its Articles of Incorporation as follows:

ARTICLE I. NAME

The name of the corporation is: Life Care Ponte Vedra, Inc.

ARTICLE II. ADDRESS

The street address of the principal office and the mailing address of the corporation are:

1000 Vicar's Landing Way
Ponte Vedra Beach, FL 32082

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 any candidate for public office.

Prepared by Donald W. Wallis, Esq. (Fla Bar No. 188668)
Holland & Knight LLP, 50 N. Laura St. #3900, Jacksonville, FL 32202
(904) 353-2000

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Should the corporation at any time be considered a "private foundation" under Section 509(a) of the Internal Revenue Code, the following limitations will apply:

(i) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(ii) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(iv) The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. MEMBERS

The corporation shall have one (1) member. The name of the member is Life Care Pastoral Services, Inc., a Florida corporation not for profit.

Any use of the terms "member" or "members" in any document or other instrument relating to the corporation or to which the corporation is a party, other than in reference to the member named above, is for convenience only in referring to "residents," as defined in Section 651.011, Florida Statutes, of a facility owned or operated by the corporation. The use of such terms in any context, other than in reference to the member named above, shall not be interpreted to refer to members of the corporation as defined in Section 617.01401(9), Florida Statutes, or to otherwise confer upon any person or entity any rights of membership in the corporation.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The corporation designates 1000 Vicar's Landing Way, Ponte Vedra Beach, FL 32082, as the street address of the registered office of the corporation and names Raymond M. Johnson the corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The directors of the corporation shall be elected by the sole member of the corporation at its annual meeting. If a vacancy occurs in the Board of Directors, the sole member shall appoint a successor to serve until the next annual meeting. Notwithstanding any provision of the Florida Statutes, these Articles of Incorporation, or the Bylaws of the corporation, as long as there is at least one (1) member of the corporation, this Article VIII shall not be amended, and no provision inconsistent with the provisions of this Article VIII shall be adopted, except by the affirmative vote of the sole member of the corporation named in Article VI hereof.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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.

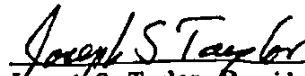
ARTICLE X. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

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(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

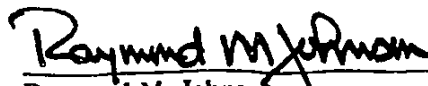
The undersigned officer, on behalf of the corporation, has executed these Restated Articles of Incorporation on October 14, 1997.


Joseph S. Taylor, President

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: October 14, 1997


Raymond M. Johnson

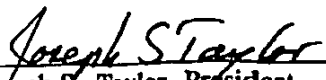
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OFFICER'S CERTIFICATE

The undersigned President of Life Care Pastoral Services, Inc. (the "Corporation") hereby certifies as follows:

1. Prior to the restatement of the Articles of Incorporation submitted with this Certificate, the Corporation had no members, and the Restated Articles of Incorporation therefore contain no amendment requiring member approval.
2. The undersigned officer further certifies that the Restated Articles of Incorporation were adopted and approved by all of the directors of the Corporation as of October 8, 1997.


Joseph S. Taylor, President

JAXI-271060