

F99000001926

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

000002798120--8  
-03/08/99-01128-009  
\*\*\*\*157.50 \*\*\*\*78.75

SUBJECT: KDP, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kathy Pifer  
(Name of Person)  
KDP Inc.  
(Firm/Company)  
265 Marchand Ct. N.W.  
(Address)  
Atlanta, GA 30328  
(City/State/Zip)

WPA-5606

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 13 PM 3:22

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Should you need to call someone concerning this matter, please call:

Kathy Pifer  
(Name of Person) at (404) 255-7500  
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 9, 1999

KATHY PIFER  
KDP, INC.  
265 MARCHAND CT NW  
ATLANTA, GA 30328

SUBJECT: KDP, INC.  
Ref. Number: W99000005606

We have received your document for KDP, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please list the mailing address in section 7.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6092.

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 399A00010759

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Kathy Pifer, do hereby certify  
(Name)

that this Resolution of the Board of Directors of KDP, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Georgia,

was duly adopted on March 31, 1999.

Be it resolved, that KDP, Inc.,  
(Corporate Name)

organized and existing in the State of Georgia, hereby adopts the name

KDP (GA), Inc. for use in Florida.

Dated: March 31, 1999

Kathy Pifer  
Signature of either Chairman, Vice Chairman or any officer

Kathy Pifer - Secretary  
Type or print name

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. KDP, Inc  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia  
(State or country under the law of which it is incorporated)
3. Applied For  
(FEI number, if applicable)
4. 3.10.98  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 9-1-99  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 265 Marchand Ct. N.W.  
Atlanta GA 30328  
(Current mailing address)
8. Owner/operator of Assisted Living Facilities  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: David E. Pifer  
Office Address: 4505 Parkway Drive  
Melbourne, Florida, 32934-7769  
(Zip Code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

David E. Pifer  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Dennis E. Pifer

Address: 265 Marchand Ct NW Atlanta GA 30328

Vice Chairman: Kathy Pifer

Address: 265 Marchand Ct NW Atlanta GA 30328

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: Dennis E. Pifer

Address: 265 Marchand Ct NW  
Atlanta GA 30328

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Kathy Pifer

Address: 265 Marchand Ct NW  
Atlanta GA 30328

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kathy Pifer

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kathy Pifer, Vice Chairman

(Typed or printed name and capacity of person signing application)

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : K90610748  
CONTROL NUMBER : K810238  
DATE INC/AUTH/FILED: 03/10/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 03/02/1999  
FORM NUMBER : 211

NEWCARE HEALTH CORPORATION  
KATHY PIFER  
6000 LAKE FORREST DR. STE. 200  
ATLANTA, GA 30328

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**KDP, INC.**

**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



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*Cathy Cox*

Cathy Cox  
Secretary of State