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TRANSMITTAL LETTER

FILED

00 MAY 24 AM 9: 08

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: GF/Orlando, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500003265275--7
-05/24/00--01063--001
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bonnie Chafin, Secretary
Name (Printed or typed)
c/o Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Address

Atlanta, GA 30309-3424
City, State & Zip

(404) 881-7568
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

2 6/2/00

ARTICLES OF INCORPORATION

OF

GF/ORLANDO, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ONE

Name

The name of the corporation shall be:

GF/ORLANDO, INC.

TWO

Principal Office

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

GF/Orlando, Inc.
3575 Piedmont Road, N.E.
Fifteen Piedmont Center, Suite 930
Atlanta, GA 30305

THREE

Nonprofit Corporation and

Charitable Purposes

The corporation shall be a nonprofit corporation under the provisions of the Florida Not-for-Profit Corporation Act, Fla. Stat. Ann. 617.01011 et. seq. (1999) (the "Act"). It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, to establish, acquire, own, maintain, and operate nursing homes, hospitals, and related health care facilities, including retirement housing for elderly persons, and facilities for the housing and care of developmentally disabled persons. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To establish, acquire, own, maintain, operate, and manage nursing homes, hospitals, and related health care facilities, including without limitation retirement housing for elderly persons and facilities for the housing and care of developmentally disabled persons;

(b) To construct, operate, maintain, improve, buy, own, sell, convey, assign, mortgage, or lease any real property and any personal property necessary or incident to the acquisition, ownership, maintenance, and operation of nursing homes, hospitals, and related health care facilities, including without limitation retirement housing for elderly persons and facilities for the housing and care of developmentally disabled persons;

(c) To provide nursing and hospital care and other health care services and facilities, including without limitation retirement housing for elderly persons and facilities for the housing and care of developmentally disabled persons;

(d) To accept and receive gifts, grants, contributions, and bequests of real and personal property for the use and benefit of such nursing homes, hospitals, and related health care facilities, including without limitation retirement housing for elderly persons and facilities for the housing and care of developmentally disabled persons;

(e) To hold, invest, reinvest, and expend such funds and properties so received for such purposes;

(f) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and

(g) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as

are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

FOUR

Publicly Supported Tax-Exempt Nonprofit Corporation

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but 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 as set forth in Article Three 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and

operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

FIVE

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code.

SIX

Members

The sole member of the Corporation shall be The Guardian Foundation, Inc., a Pennsylvania corporation, who in accordance with the Corporation's Bylaws, shall elect the Corporation's Board of Directors.

SEVEN

Initial Board of Directors

The Initial Board of Directors of the corporation, which shall serve until a successor Board of Directors has been elected by The Guardian Foundation, Inc., shall consist of three (3) members, whose names and addresses are set forth below. Each member of such Board of Directors shall serve as a director until his successor has been elected and has qualified.

Name

Address

Gregory K. Grove

1075 West Conway Drive, NW
Atlanta, GA 30327

Eric I. Weisel

2312 Beach Haven Drive, #304
Virginia Beach, VA 23451

C. Willis Bass

76 Laurel Forest Circle
Atlanta, GA 30342

EIGHT

Dissolution of Corporation

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets to The Guardian Foundation, Inc., provided that that corporation is at the time an organization described in Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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.

NINE

Registered Office and Registered Agent

The registered agent of the corporation, and the registered office of the corporation shall be Frank E. Maloney, Jr., Esq., 445 East MacClenny Avenue, MacClenny, Florida 32063.

TEN

Definitions

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ELEVEN

Incorporator

The name and address of the Incorporator is as follows:

Peter M. Wright, Esq.
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

TWELVE

Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.

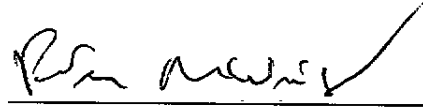
THIRTEEN

Indemnification

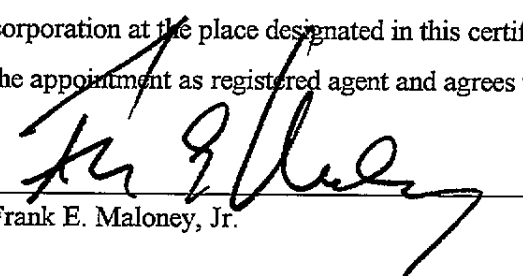
A director of the corporation is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with the standard of care set forth in Fla. Stat. @ 617.0830 (1999). If the Act hereafter is amended to authorize the further elimination or limitation of the liability

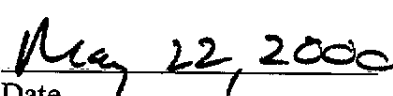
of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this paragraph by the members of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this 18th day of May, 2000.


Peter M. Wright, Esq., Incorporator

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


Frank E. Maloney, Jr.


Date

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00 MAY 24 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA