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August 9, 2000

VIA FEDERAL EXPRESS

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Ms. Beth Register
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

**RE: ARTICLES OF INCORPORATION
CAMPUS OF CARE FACILITIES (6)**

Dear Ms. Register:

Enclosed please find an original and one copy of the Articles of Incorporation for the six corporations enclosed herewith. Please file the original in your offices and certify and return the copy to my attention. Also enclosed you will find a money order payable to the Department of State to cover the applicable fees for all six (6) Articles of Incorporation.

Thank you very much for your assistance with this matter and if you have any questions, please contact me at the number shown above.

Sincerely,

SALEM, SAXON & NIELSEN, P.A.

Ricardo L. Gilmore, Esq.

RLG/tg

Enclosures

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CAMPUS OF CARE ASSISTED LIVING FACILITY, INC.

We, the undersigned, do hereby associate ourselves together for the purpose of forming and becoming a corporation not for profit and organized solely for general religious purposes pursuant to the "Florida Not For Profit Corporation Act," set forth in Chapter 617 of the Florida Statutes, providing for the formation, liabilities, rights and privileges and immunities conferred and imposed on corporations not for profit and for the transaction of business with and under the following charter.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is ***CAMPUS OF CARE ASSISTED LIVING FACILITY, INC.*** (hereinafter called the "Corporation").

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually unless terminated in a manner prescribed by the laws of the State of Florida. Corporate existence shall commence at a the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSE

The purpose of this Corporation is to provide a living environment that preserves a resident's choice, dignity and independence, while offering a combination of housing, personalized supportive services and health care suited to the needs of the residents and their families.

The general purpose for which this Corporation is formed is to operate exclusively for religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including for such purposes, the making of distribution to organizations which qualify as tax exempt organizations under that code.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal address of the Corporation shall be 3805 The Lord's Way, Naples, Florida 34104. The street address of the initial registered office of the Corporation is 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602, and the name of the initial registered agent at such address is Ricardo L. Gilmore.

ARTICLE V

INITIAL DIRECTORS

The initial board of Directors shall consist of seven (7) members. The number of directors may be increased or decreased as in such manner as may be prescribed by the Code of By-Laws, however, the number of directors shall not consist of less than three (3) members. The election shall be in compliance with the Constitution and By-laws of the General Council of the Assemblies of God.

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

J. David Mallory
Rebecca Mallory

3805 The Lord's Way, Naples, FL 34104
3805 The Lord's Way, Naples, FL 34104

Ed Cassetty	3805 The Lord's Way, Naples, FL 34104
Bill Conklin	3805 The Lord's Way, Naples, FL 34104
Hermes Hernandez	3805 The Lord's Way, Naples, FL 34104
Doug James	3805 The Lord's Way, Naples, FL 34104
Paul Tribble	3805 The Lord's Way, Naples, FL 34104

ARTICLE VI

OFFICERS

The names and addresses of the Officers of the Corporation who shall hold office until their successors are elected and qualified to serve as officers are as follows:

President:	J. David Mallory, 3805 The Lord's Way Naples, FL 34104
Vice President:	Rebecca Mallory, 3805 The Lord's Way Naples, FL 34104
Secretary:	Ed Cassetty, 3805 The Lord's Way, Naples, FL 34104
Treasurer:	Bill Conklin, 3805 The Lord's Way, Naples, FL 34104

ARTICLE VII

INCORPORATORS

The names and addresses of each incorporator are:

J. David Mallory, 3805 The Lord's Way, Naples, FL 34104

Rebecca Mallory, 3805 The Lord's Way, Naples, FL 34104

Ed Cassetty, 3805 The Lord's Way, Naples, FL 34104

ARTICLE VIII

STOCK

The corporation shall not have any shares of capital stock following Section 617.0202, Florida Statutes.

ARTICLE IX

MANAGEMENT OF CORPORATE AFFAIRS

1. **Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted and managed by a Board of Directors. The Board of Directors Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of By-Laws or by resolution of the Board of Directors.

2. **Code of By-Laws.** The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be upon a two-thirds (2/3) vote of the directors present at any meeting of the Corporation, which meeting shall be held at any designated time. The Code of By-Laws may contain any provisions for the regulation and management of this Corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

3. **Contracts in Which Directors Have an Interest.** Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract

or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

ARTICLE X

PERFORMANCE OF BUSINESS

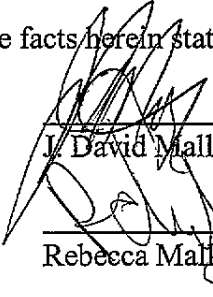
The business of the Corporation shall be conducted by a President and Secretary and such other assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Code of By-Laws.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a two-thirds (2/3) vote the Board of Directors present at any meeting of the Corporation, with meeting shall beheld at any designated time.

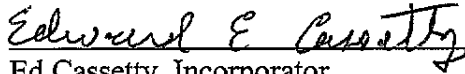
IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 2nd day of August, 2000, for the purposes of forming the Corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.



J. David Mallory, Incorporator



Rebecca Mallory, Incorporator



Ed Cassetty, Incorporator

STATE OF FLORIDA

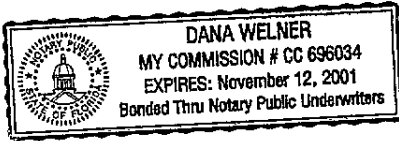
COUNTY OF Collier

The foregoing Articles of Incorporation of **CAMPUS OF CARE ASSISTED LIVING FACILITY, INC.** were acknowledged before me this 2 day of August, 2000

[Signature]

Notary Public, State of Florida

Print, Type or Stamp Name



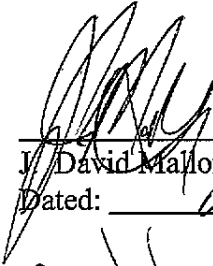
Personally Known OR Produced Identification

Type of Identification Produced _____

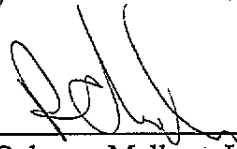
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVICED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:


FIRST - that, **CAMPUS OF CARE ASSISTED LIVING FACILITY, INC.**, desiring to
organize or qualify under the laws of the State of Florida, with its principal place of business in the
City of Naples, State of Florida, has named Ricardo L. Gilmore, Esq., 101 E. Kennedy Blvd., Suite
3200, Tampa, FL 33602, as its agent to accept service of process within Florida.



I, David Mallory, Incorporator
Dated: 08/02/00

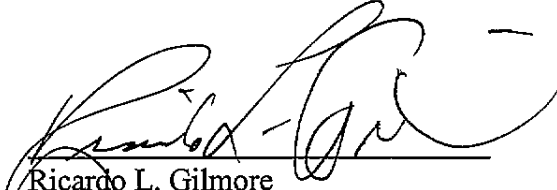


Rebecca Mallory, Incorporator
Dated: 8/2/00



Ed Cassetty, Incorporator
Dated: 8-2-00

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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ricardo L. Gilmore
Title: Registered Agent
Dated: 8-2-00

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