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AUTHORIZATION :

Patricia Pizito

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ORDER DATE : April 26, 2001

ORDER TIME : 11:24 AM

ORDER NO. : 129448-005

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
Eric M. Sauerberg, P.a.

Suite 400
712 U.s. Highway One
North Palm Beach, FL 33408

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DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: RESIDENTIAL HEALTHCARE
PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

FILED
2001 APR 26 PM 2:47
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

4/26/01

**ARTICLES OF INCORPORATION
OF
RESIDENTIAL HEALTHCARE PROPERTIES, INC.**

2001 APR 26 PM 2:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is RESIDENTIAL HEALTHCARE PROPERTIES, INC.

**ARTICLE II
NON PROFIT STATUS**

The Corporation shall be a not for profit corporation organized and operated pursuant to the Florida Not For Profit Corporation Act (Florida Statutes Chapter 617) (the "Act").

**ARTICLE III
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE IV
PURPOSES**

The Corporation is to be formed exclusively for the purpose of receiving and administering funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as may be determined from time to time by the Board of Directors of the Corporation. Until determined otherwise by such Board of Directors, such charitable purposes shall include, without limitation, a board range of activities and programs that promote the physical health, emotional health, mental health and social well-being of the individual, families and communities served by the Corporation, which charitable purposes may be accomplished through various means, including without limitation, the development, construction, acquisition, ownership, management, operation and disposition of hospital facilities, skilled nursing facilities, pediatric facilities, assisted living facilities, independent living facilities, continuing care facilities, congregate care facilities, other types of senior living and housing facilities and other types of inpatient or out patient facilities through which such activities and programs may be pursued.

**ARTICLE V
POWERS**

Except as otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation or any

amendment hereof, necessary of incidental to the protection and benefit of this Corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment, or furtherance of the purposes and objectives of this Corporation.

The Corporation shall have power to receive, accept and administer donations, in money or in property, either without restriction, or restricted to such purposes as the donor may provide; provided, however, such purpose is within the purpose of this Corporation, and any such restricted donations shall be used for the purposes to which restricted.

ARTICLE VI **LIMITATIONS**

The Corporation is not organized and shall not be operated for profit or pecuniary gain. Notwithstanding any other provisions contained in these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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. The Corporation shall not, except as an insubstantial part of its activities, attempt to influence legislation by propaganda or otherwise and shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

Notwithstanding any other provisions contained in these Articles of Incorporation, during those years in which the Corporation constitutes a "private foundation" as described in Code Section 509(a), the Corporation must distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall be prohibited from all of the following: (a) engaging in any act of "self-dealing" (as defined in Code Section 4941(d)); (b) retaining any "excess business holdings" (as defined in Code Section 4943(c)); (c) making any investments in such manner as to subject the Corporation to tax under Code Section 4944; and (d) making any taxable expenditures (as defined in Code Section 4945(d)).

Upon liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the superior court of the county in which the Corporation's registered office is located, exclusively for exempt, charitable, educational, or scientific purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE VII

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and the method of election shall be set out in the bylaws of the Corporation. The initial Board of Directors shall consist of three (3) members whose names and addresses are:

<u>Name:</u>	<u>Address:</u>
JAMES R. GILLEY	6211 Georgina Court Dallas, Texas 75240
NITA DRY	1060 Coral Way Riviera Beach, Florida 33404
TODD DRY	1060 Coral Way Riviera Beach, Florida 33404
ERIC M. SAUERBERG	712 U.S. Highway One, Suite 400 North Palm Beach, Florida 33408

The initial Board of Directors are directed to complete the organization of the Corporation.

ARTICLE VIII

REGISTERED OFFICE AND PRINCIPAL OFFICE

The initial registered office of the Corporation is at 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408, and the initial registered agent at such address is ERIC M. SAUERBERG. The mailing address of the Corporation is c/o ERIC M. SAUERBERG, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

ARTICLE IX

DEFINITIONS

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, educational, religious, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Code, contributions for which are deductible under Section 170(c)(2) of the Code. All references in these Articles of Incorporation to sections of the 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 sections and provisions.

ARTICLE X
MEMBERS

The Corporation shall not have members.

ARTICLE XI
DIRECTOR AND OFFICER LIABILITY AND INDEMNIFICATION

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director if he or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the preceding sentence, no Director's liability shall be limited or eliminated for any action with respect to which exculpation is prohibited by the Act. If the Act is amended after the effective date of this Article XI to authorize corporate action further limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing paragraph by the Directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a Director, shall be indemnified and held harmless by the Corporation to the fullest extent authorized and allowable by the Act as the same exists or may hereafter be amended (but in the case of such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment), against all expenses, liability, and loss (including attorney's fees, judgments, fines, excise taxes under Section 4958 of the Code, ERISA excise taxes, or penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Director in connection with any such proceeding. Such indemnification shall continue as to a Director who has ceased to be a Director and shall inure to the benefit of the Director's heirs, executors, and administrators. Except with respect to proceedings to enforce rights to indemnification by a Director, the Corporation shall indemnify any such Director in connection with a proceeding (or part thereof) initiated by such Director only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article XI shall be a contract right. Notwithstanding the preceding provisions of this paragraph, no Director shall be indemnified for expenses or losses to the extent such indemnification is prohibited by the Act.

The Corporation shall pay for or reimburse the actual and reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if the Director furnishes the Corporation a written undertaking, executed

personally or on his or her behalf, for such expenses under this Article XI or otherwise. The undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to Director's financial ability to make repayment.

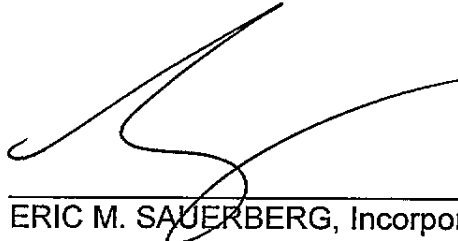
Officers of the Corporation shall be entitled to the same rights, standards of conduct and indemnification as shall Directors, as set forth in this Article XI.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is:

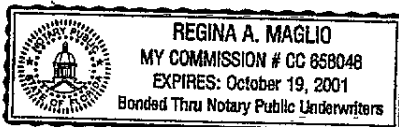
ERIC M. SAUERBERG
712 U.S. Highway One
Suite 400
North Palm Beach, Florida 33408


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 20th day of APRIL, 2001.


ERIC M. SAUERBERG, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged by ERIC M. SAUERBERG who is personally known to me or who produced _____ as identification before me this 20th day of APRIL, 2001.




Notary Public Regina A. Maglio
Print Name _____
My Commission Expires _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
2001 APR 26 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for RESIDENTIAL HEALTHCARE PROPERTIES, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section §617.0501 Florida Statutes.

Dated: APRIL 20, 2001



ERIC M. SAUERBERG,
Registered Agent