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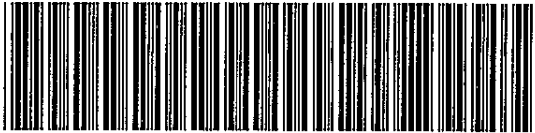
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**LAW OFFICES OF
Eula R. Clarke, P.A.**

615 SW St. Lucie Crescent Suite 1F

Stuart, FL 34994

MAIL REPLY TO: P.O. Box 3335, Stuart, Florida 34995-3335

Telephone: 772- 220-3324

Fax: 772- 220-1805

May 28, 2003

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

Subject: Restated Articles of Incorporation for "Arbor Vitae, Inc."

Dear Clerk::

Enclosed, please find an original and two (2) copies of the Restated Articles of Incorporation for Arbor Vitae, Inc., and a Check in the amount of \$52.50 for:


Filing fees	\$35.00
Two certified copies	\$17.50

Please note that there has been no change in the Registered agent but the document has been executed with the new address of the Registered Agent. Please advise if there are any additional fees or costs involved.

Please return all documents to:

EULA R. ROBINSON-CLARKE
P.O. Box 3335
Stuart, Florida 34995-3335
(772) 220-3324

Respectfully submitted,



Eula R. Robinson-Clarke
Attorney at Law

FILED
03 JUN 23 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated ARTICLES OF INCORPORATION
OF
ARBOR VITAE, INC.
a Florida Nonprofit Corporation

ARTICLES OF INCORPORATION

ARTICLE I. NAME and IDENTITY

The name of this corporation is **Arbor Vitae, Inc.**

There shall be a logo uniquely identifying this organization which shall be established in the bylaws.

ARTICLE II. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized charitable, religious, educational and/or scientific purposes pursuant to the Florida Corporations Not for Profit law set forth in Part 1 Chapter 617 of the Florida Statutes.

ARTICLE III. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed is to operate for the furtherance of the common good and general welfare of the community, and for other charitable purposes, by the distribution of its funds for such purposes, more particularly: to provide safe, affordable living facilities for elder persons and to serve clients with respect, care and dignity and enhance the general quality of life for elderly persons in the Treasure Coast area.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable, religious, educational and/or scientific purposes as an exempt organization under Section 501(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE IV. TERM

This corporation shall have a perpetual existence.

ARTICLE V. MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

**ARTICLE VI.
INCORPORATOR(S)**

The name and residence address of the incorporator of this corporation is as follows:
Monica G. Anderson, 2025 SE Hanford Road, Port St. Lucie, Florida 34952.

**ARTICLE VII.
LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT.**

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in the County of St. Lucie at: 2025 SE Hanford Road, Port St. Lucie, Florida 34952.. The mailing address of the corporation is: PO Box 7055, Port St. Lucie, FL 34985-7055.

(b) The name and address of this corporation's registered agent is: **EULA R. ROBINSON-CLARKE, Attorney, 615 SW St. Lucie Crescent, Stuart, Florida, 34994.**

**ARTICLE VIII.
MANAGEMENT OF CORPORATE AFFAIRS**

(A) **Board of Directors:** The Powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a minimum of THREE (3)] provided, however, that maximum number shall be set and may be changed by the bylaws duly adopted.

The directors named herein as the restated board of directors shall hold office until the next annual meeting of members, at which time an election of directors shall be held. Directors elected a the annual meeting, and at all times thereafter, shall be elected and serve in accordance with the bylaws, and until the qualification of the successors in office.

Annual meetings of the Membership shall be held in December of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution, or as provided in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of

incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the restated Board of Directors are as follows:

Monica G. Anderson, 2025 SE Hanford Road, Port St. Lucie, Florida 34952.
Joy C. Ashman, c/o 2025 SE Hanford Road, Port St. Lucie, Florida 34952.
Icelena Foster, 7401 Wintergarden Parkway, Ft. Pierce, FL 34951
Albert J. Huber, 2800 Waccassa Street, Geneva, FL 32732

(B) Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President: Monica Anderson, 2025 SE Hanford Road, Port St. Lucie, Florida 34952.
Vice President: Joy C. Ashman, c/o 2025 SE Hanford Road, Port St. Lucie, Florida 34952.
Treasurer: Icelena Foster, 7401 Wintergarden Parkway, Ft. Pierce, FL 34951
Secretary: Icelena Foster, 7401 Wintergarden Parkway, Ft. Pierce, FL 34951

ARTICLE IX. BYLAWS.

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to or new bylaws may be adopted, either by a resolution of the majority of board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X. DEDICATION OF ASSETS

The assets of this corporation are irrevocably dedicated exclusively for charitable, religious, educational and/or scientific purposes as an exempt organization under Section 501(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XI.
DISTRIBUTION OF ASSETS FOR ACTIVITIES**

No part of net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 these articles. No substantial part of the activities of the organization shall be of carrying on propaganda, or otherwise attempt to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

**ARTICLE XII.
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution or winding up of this 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 corresponding provisions of any subsequent federal tax laws, or shall be distributed to the federal government, or to state or local government for a public purposes..

**ARTICLE XIII.
AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of board of directors of the corporation.

**ARTICLE XIV
CERTIFICATION OF ADOPTION**

These Restated Articles of Incorporation, replacing all previous articles of incorporation and amendments thereto, were adopted by unanimous vote of the Board of directors and of the membership for the amendments contained herein.

The undersigned, being the President of this corporation, for the purpose of Restatement of the Articles of Incorporation of this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on: May 28, 2003.

Monica G. Anderson, as President
Signature
Print Name: MONICA G ANDERSON

STATE OF FLORIDA)
)
ST. LUCIE COUNTY)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MONICA G. ANDERSON and known to me to be the person who executed this foregoing Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of May, 2003.



EULA R. ROBINSON-CLARKE
MY COMMISSION # DD 101735
EXPIRES: March 20, 2006
Bonded Thru Budget Notary Service

Eula R. Clarke
Notary Public, State of Florida

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

Eula R. Clarke
EULA R. ROBINSON-CLARKE, ATTORNEY

28th May, 2003
Date