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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

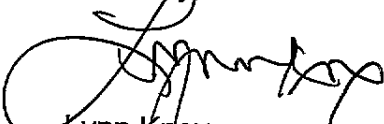
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To Whom It May Concern:

Please find enclosed documentation to support the registration and incorporation of Courtyard at Lowry Place, Tampa, Florida 33604. A check is enclosed to cover the filing fee as well as a fee for a certified copy of the registration to be forwarded to our office as soon as possible.

If you have any questions, please contact Lynn Knox at (813) 237-6800 anytime between the hours of 8:00 a.m. and 5:00 p.m. Thank you for your prompt attention to this matter.

Sincerely,



Lynn Knox  
Chief Operations Officer

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ARTICLES OF INCORPORATION  
OF  
COURTYARD AT LOWRY PLACE, INC.,

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Laws of the State of Florida, the undersigned, all of whom are residents of Hillsborough County, Florida, and all of whom are of full age, have this day voluntarily associated themselves to gather for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I  
Name

This Corporation will be known as COURTYARD AT LOWRY PLACE, INC., hereafter referred to as the "Corporation."

ARTICLE II  
ADDRESS OF CORPORATION

The address of this Corporation's registered office in the State of Florida, County of Hillsborough, is initially 400 E. Palm Avenue, Tampa, Florida 33602, and the name of the initial registered agent at such address is Lynn Knox.

ARTICLE III  
Purpose

The purposes for which this Corporation was incorporated under the Non-Profit Corporation Law of the State of Florida and the business and objects to be carried on and promoted by it, are as follows:

A. This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to own and manage commercial and residential properties, provide families, elderly and handicapped persons with assisted living facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

#### ARTICLE IV POWERS

The Corporation is empowered:

A. To buy, own, sell, assign, mortgage, manage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same, by mortgage, pledge, or other lien on the Corporation's property.

C. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Use Agreement, and Amended Regulatory Agreement and any other agreements required by the State of Florida, City, County or other regulatory entities. Such Use Agreement and Amended Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is insured.

D. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated

for one or more exempt purposes within the meaning of Article II.A hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or any other government entity, exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal 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.

## ARTICLE V MEMBERSHIP

### 1. Qualifications.

Membership in the Corporation shall, at all times, be limited to: seven (7) individuals selected by the Board of Directors of Courtyard at Lowry Place, Inc.

### 2. Voting.

Each member shall be entitled to one (1) vote at all regular or special meetings of the Members of the Corporation. At each meeting of the Members, every member having the right to vote shall be entitled to vote in person or by proxy executed in writing by such member or by his duly authorized attorney in fact, and filed with the Secretary of the Corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy, unless coupled with an interest, be voted on after three years from the date of its execution. Elections for directors shall be by cumulative voting. Upon demand made by a member of any election for directors before the voting begins, the election shall be by ballot.

## ARTICLE VI BOARD OF DIRECTORS

### 1. Powers and Number.

The affairs of the Corporation shall be managed by its Board of Directors which may exercise all powers of the corporation and do all lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised and done by the Members. There shall be seven (7) Members of the Board of Directors appointed by the Board of Directors of Courtyard at Lowry Place, Inc.

ARTICLE VII  
Election and Term of Office

The Directors shall be appointed at each Annual Meeting of the Members and shall hold office for a term of three (3) years.

ARTICLE VIII  
LIMITATION ON DIRECTOR LIABILITY

1. Personal Liability.

A Director of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action.

2. Standard of Care

(a) Each Director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a Director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person or ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters, which the Director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board of Directors, upon which he does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a).

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

#### ARTICLE IX TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Department of the State of Florida, and this corporation shall have perpetual existence thereafter, unless and until sooner dissolved according to law.

#### ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of two thirds (2/3) of the Directors.

#### ARTICLE XI INDEMNIFICATION

##### 1. General.

The Corporation shall indemnify each officer, director and employee ("Indemnitees") from the expenses and risks as set forth in these Articles and if such Indemnatee has acted in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation.

2. Expenses.

Indemnitees shall be indemnified against all expenses (including attorney's fees), judgments and amounts paid in settlement actually and reasonably incurred by the indemnitee in connection with any threatened, pending or completed action, suit or proceeding, (other than an action by or in the right of the Corporation) by reason of the fact that the Indemnitee is or was an employee, officer or director of the Corporation.

ARTICLE XII  
BYLAWS

The Bylaws of this corporation shall be promulgated by the Board of Directors and may be amended as provided therein.

ARTICLE XIII  
REASONABLE COMPENSATION FOR SERVICES RENDERED

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation in carrying out one or more of its purposes.

ARTICLE XIV  
BOARD OF DIRECTORS AND OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors, who shall be members of Corporation. The names and addresses of the seven- (7) persons who are to act in the capacity of Directors and Officers are:

Name

Address

Robert Cole, Sr.  
President

11719 Tom Folsom Rd.  
Tampa, Florida 33592

Robert Shipp  
Vice-President

4424 Atwater Drive  
Tampa, Florida 33610

Rev. Louis Jones  
Treasurer

222 Faithway Dr.  
Tampa, Florida 33605

James A. Hammond  
Director

2505 19th Ave.  
Tampa, Florida 33607

Robert R. Scott  
Director

3604 Rivergrove Drive  
Tampa, Florida 33610

Monroe Mack  
Director

3002 St Conrad  
Tampa, Florida 33602

Vacant

to be selected at first board meeting

**IN WITNESS WHEREOF, the undersigned, being the subscriber and incorporator and the person named herein as the initial President of the Corporation, has executed these Articles of Incorporation on the 25th day of September 2001.**

Robert L. Cole, Sr.

Robert L. Cole, Sr.  
President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25th day of September 2001, by Robert L. Cole, Sr., who is personally known to me, and who did not take an oath.

Virgia Lynn Knox  
Notary Public

My Commission Expires



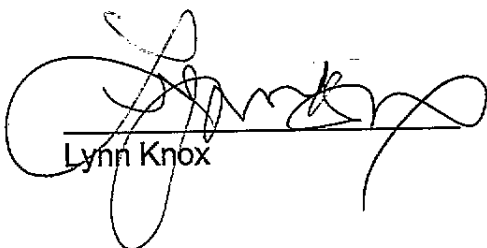
Virgia Lynn Knox  
MY COMMISSION # CC847046 EXPIRES  
June 16, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.



Courtyard at Lowry Place, Inc., desiring to be organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 400 E. Palm Avenue, Tampa, Florida 33602, has named Lynn Knox, located at 400 E. Palm Avenue, Tampa, County of Hillsborough, State of Florida, 33602, as its agent to accept service of process within this State.

### ACKNOWLEDGMENT

Having been named to accept service of process for the above - named Corporation, at The place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated Offices open.

  
Lynn Knox

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA