

Smith Ballard Logan P.A.
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577-0444
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Alliance For Quality Nursing Home Inc
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

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OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

J. BRYAN DEC - 5 2001

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
FLORIDA ALLIANCE FOR QUALITY NURSING HOME CARE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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SECRETARY OF STATE

THE UNDERSIGNED, acting as an incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act of the State of Florida hereby certify:

ARTICLE I: The name of the corporation shall be Florida Alliance for Quality Nursing Home Care, Inc. ("Corporation").

ARTICLE II: The street address of the principal office and mailing address of the Corporation shall be:

403 East Park Avenue
Tallahassee, Florida 32301

ARTICLE III: The Corporation shall be a nonprofit organization qualifying under section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is:

- A. To promote common good and general welfare of all citizens of the State of Florida;
- B. To elevate the discussion of public policy issues related to health care for senior citizens, thereby improving the social well-being of all citizens of the State of Florida.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV: The Corporation shall have no members.

ARTICLE V: The directors shall be elected or appointed as provided by the Bylaws of the Corporation.

ARTICLE VI: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(6) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof, distributed to one or more organizations that are exempt from taxation under section 501(c)(6) and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(6) of the Code.

ARTICLE VII: The address, including street and number, of the initial registered office of the Corporation is:

403 East Park Avenue
Tallahassee, Florida 32301.

and the name of its initial registered agent at such address is: Mark K. Logan.

ARTICLE VIII: The name and street addresses of initial directors are as follows:

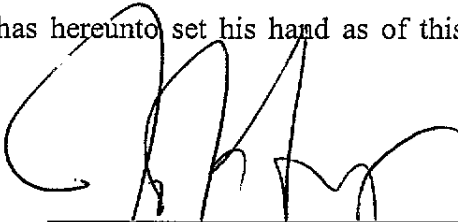
<u>Name</u>	<u>Address</u>
Richard Pell	101 East State Street Kennett Square, PA 19348
J. Norman Estes	931 Fairfax Park Tuscaloosa, AL 35406
Stephen L. Guillard	One Beacon Street Boston, MA 02108

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ARTICLE IX: The name and street address of the incorporator is follows:

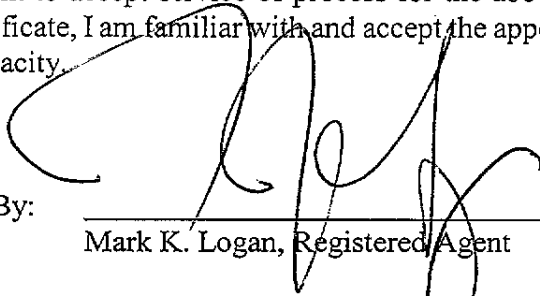
<u>Name</u>	<u>Address</u>
Mark K. Logan	Smith, Ballard & Logan, P.A. 403 East Park Avenue Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 4th day of December, 2001



Mark K. Logan, Incorporator

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


By: _____
Mark K. Logan, Registered Agent

Date: December 4, 2001