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FLORIDA NON-PROFIT CORPORATION

CARES Garden Apartments, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 28, 2001

CARLTON FIELDS

SUBJECT: CARES GARDEN APARTMENTS, INC.
REF: W01000029584

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**ARTICLES OF INCORPORATION
OF
CARES GARDEN APARTMENTS, INC.**

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The undersigned incorporator to these articles of incorporation hereby forms a not-for-profit corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name and Principal Office

The name of the Corporation is CARES Garden Apartments, Inc. The street address of the initial principal office is 7505 Rottingham Road, Port Richey, Florida 34668.

ARTICLE II

Term of Existence.

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purposes and Powers

The Corporation is organized and shall be operated exclusively for the purpose of holding title to the one or more properties (the "Properties") of Community Aging and Retirement Services, Inc., a Florida not-for-profit corporation ("CARES"), and turning over the entire amount of income less expenses from the Properties to CARES. It is intended that the Corporation shall be exempt under Section 501 (a) of the Internal Revenue Code of 1986, as amended (the "Code") as an organization described in Section 501(c)(2) of the Code.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

ARTICLE IV

Member

The sole member of the Corporation shall be CARES. The voting and other rights of the member shall be as set forth in the bylaws of the Corporation.

Prepared by: Melissa F. Laskey, Esquire, Carlton Fields, P.A., One Harbour Place,
Tampa, FL 33602 (813) 223-7000 Fla. Bar No. 526142

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ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 7505 Rottingham Road, Port Richey, Florida 34668 and the name of its initial registered agent at such address is Earl H. Young.

ARTICLE VI**Directors**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, provided that the Corporation shall always have at least three directors. The number and method of election of directors shall be as stated in the bylaws of the Corporation.

ARTICLE VII**Incorporator**

The name and address of the incorporator signing these articles of incorporation is:

Name

Earl H. Young

Address7505 Rottingham Road
Port Richey, Florida 34668**ARTICLE VIII****Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX**Amendment**

These articles of incorporation may be amended in the manner provided by law.

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ARTICLE X
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to CARES, if CARES or a successor to CARES is then in existence and exempt from federal income taxation under Section 501(a) of the Code, or, if CARES or a successor to CARES is not then in existence or is not exempt from federal income taxation under Section 501(a) of the Code, then to one or more organizations which themselves are exempt under Section 501(a) of the Code, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 28th day of December 2001.


Earl H. Young, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 28th day of December 2001.


Earl H. Young, Registered Agent

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