

FROM

DIVISION OF CORPORATIONS

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(WED) 11/20/02 14:56/ST. 14:11

NOV 20 2002 P 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Florida Department of State  
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Account Name : FOLEY & LARDNER OF TAMPA  
Account Number : 071344001620  
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**FLORIDA NON-PROFIT CORPORATION**

**BR & SNF, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
BR & SNF, INC.**

**(A CORPORATION NOT-FOR-PROFIT)**

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is **BR & SNF, INC.** The principal office (and mailing address) is located at **799 Overlook Drive, Winter Haven, Florida 33884**. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II  
NATURE OF BUSINESS**

The purpose for which the Corporation is formed is to acquire and operate long-term care facilities for the elderly in Florida, which shall include independent living facilities, assisted living facilities, nursing homes and/or other similar facilities.

**ARTICLE III  
POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

**ARTICLE IV  
MANAGEMENT**

The Corporation shall have no members and shall be managed by the members of the Board of Directors as provided in the Bylaws of the Corporation.

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**ARTICLE V  
TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Albert P. Silva	100 N. Tampa Street Suite 2700 Tampa, Florida 33602

**ARTICLE VII  
OFFICERS**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

NAME	TITLE
John A. McCoy	President
Kathryn Smith	Secretary
Sam Sanders	Treasurer

**ARTICLE VIII  
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

NAME	ADDRESS
John A. McCoy	799 Overlook Drive Winter Haven, Florida 33884

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Kathryn Smith

799 Overlook Drive  
Winter Haven, Florida 33884

Sam Sanders

799 Overlook Drive  
Winter Haven, Florida 33884

The method of election of the Directors shall be as stated in the Corporation's Bylaws.

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is The Greenleaf Bldg., 200 Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent at such address is F & L Corp.

**ARTICLE X  
BYLAWS**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE XI  
AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

20th IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this day of November, 2002.

  
ALBERT P. SILVA, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**F & L CORP.**

By:   
Martin A. Traber

Dated the 20<sup>th</sup> day of November, 2002.

FILED  
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TALLAHASSEE, FLORIDA  
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