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**FLORIDA NON-PROFIT CORPORATION**

**Mount Carmel Management Corporation**

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ARTICLES OF INCORPORATION  
OF  
MOUNT CARMEL MANAGEMENT CORPORATION

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I  
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

- (a) The name of this corporation shall be: MOUNT CARMEL MANAGEMENT CORPORATION (the "Corporation").
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The principal office and mailing address of the Corporation will be located at 5846 Mt. Carmel Terrace, Jacksonville, Florida 32216-4918, or at such other address as may be determined by the Board of Directors.
- (d) The resident agent of the Corporation is Susan C. McDonald, Esq., whose office address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II  
PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law. Without limiting the generality of the foregoing, the Corporation will (i) provide management services to facilities providing rental housing and related facilities and services to lower income elderly persons on a nonprofit basis, and (ii) make distributions to organizations providing services to elderly persons and qualifying as exempt organizations as defined in Section 501(c)(3) of the Code.

- (b) Notwithstanding any other provision of these Articles of Incorporation:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

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(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

### ARTICLE III POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation, including, but not limited to:

(a) To buy, own, sell, assign, mortgage 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 property of the Corporation.

(c) To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation or to enable the Corporation to qualify as a management company pursuant to the rules and regulations of the Department of Housing and Urban Development.

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ARTICLE IV  
MEMBERSHIP

The Corporation shall have no members.

ARTICLE V  
DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The names and addresses of the initial directors of the Corporation are:

- (i) Jack Coleman, 1436 Swan Lane, Jacksonville, Florida 32207;
- (ii) Brian Benwick, 11628 Lois Cross Drive, Jacksonville, Florida 32258;
- (iii) Debbi Carter, 803 Wood Hill Drive, Jacksonville, Florida 32256;
- (iv) Ben Lewis, 11550 Hidden Harbor, Jacksonville, Florida 32223;
- (v) Gerald Levin, 2132 La Vaca Road, Jacksonville, Florida 32217;
- (vi) Louise Axelberg, 3853 Oldfield Trail, Jacksonville, Florida 32223;
- (vii) Honorable Peter Fryefield, 7942 Hunters Grove Road, Jacksonville, Florida 32258; and
- (viii) David Thomy, 3655 S. Cathedral Oaks, Jacksonville, Florida 32217.

(d) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

ARTICLE VI  
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

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ARTICLE VII  
LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

- (a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;
- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;
- (d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement, any insurance maintained by the Corporation, or otherwise.

ARTICLE IX  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time.

ARTICLE X  
INCORPORATOR

The name and address of the Incorporator are: Susan C. McDonald, Esq., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the Incorporator this 14 day of January, 2003.



Susan C. McDonald, Esq.  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

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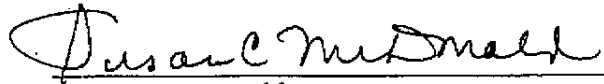
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
  
MOUNT CARMEL MANAGEMENT CORPORATION
2. The name and address of the registered agent and office are:  
  
SUSAN C. MCDONALD, ESQ.  
1301 RIVERPLACE BOULEVARD, SUITE 1500  
JACKSONVILLE, FLORIDA 32207

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.

Dated: January 14, 2003.

  
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Susan C. McDonald

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