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ACCOUNT NO. : 072100000032

REFERENCE : 012630 4802844

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : April 9, 2003

ORDER TIME : 10:49 AM

ORDER NO. : 012630-005

CUSTOMER NO: 4802844

CUSTOMER: Ms. Bonnie Heacock
Neal Gerber & Eisenberg

Suite 2200
Two North Lasalle Street
Chicago, IL 60602

DOMESTIC FILING

NAME: SOUTH FLORIDA SENIOR
RESIDENCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

Articles of Incorporation

The undersigned, desiring to form a corporation under the Florida Not For Profit Corporation Act, does hereby certify:

Article I Name

The name of the corporation is South Florida Senior Residences, Inc.

Article II Principal Office

The street and mailing address of the initial principal office of the corporation is 1801 Clint Moore Road, Suite 200, Boca Raton, Florida 33487.

Article III Purpose

Subject to Article VII below, the purpose for which the corporation is organized is to operate one or more senior living facilities, to provide ancillary services to the residents of such facilities, and to engage in any other lawful activities in furtherance thereof, including, but not limited to, operating ancillary facilities for the benefit of such residents.

Article IV Manner of Election

The directors of the corporation shall be elected or appointed in the manner set forth in the bylaws of the corporation.

Article V Initial Registered Agent and Street Address

The street address of the corporation's initial registered office and the name of its initial registered agent at that street address is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

Article VI Incorporator

The name and address of the incorporator is Bonnie E. Heacock, Neal, Gerber & Eisenberg, 2 N. LaSalle Street, Suite 2400, Chicago, Illinois 60602.

Article VII Other Provisions

The corporation is organized and shall be operated exclusively for charitable purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

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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 publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, 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 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.

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.

CORPORATION SERVICE COMPANY

By: Margaret Pike, Asst Secretary
Signature/Registered Agent

4-9-2003
Date

Bonnie E. Heacock
Signature/Incorporator

April 8, 2003
Date

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