Division of Corporations

N03000005797

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     Account Number  : 076447000313
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FLORIDA NON-PROFIT CORPORATION

ALDERSGATE HEALTHCARE, INC.

Certificate of Status	0
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Page Count	07
Estimated Charge	$70.00

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 7, 2003

SHUTTS & BOWEN LLP

,

SUBJECT: ALDERGATE HEALTHCARE, INC.
REF: W03000019180

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALDERSGATE HEALTHCARE, INC.

ARTICLE I

NAME

The name of the Corporation is Aldersgate Healthcare, Inc.

ARTICLE II

ADDRESS

The address of the principal office of the Corporation is 850 Anastasia Avenue, Coral Gables, Florida 33134. The mailing address of the Corporation is the same as the address of its principal office.

ARTICLE III

DURATION AND EFFECTIVE DATE OF INCORPORATION

The period of the Corporation's existence shall begin on June 30, 2003 and shall be perpetual.

ARTICLE IV

PURPOSES

The Corporation shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue law, hereinafter referred to as the "Code." These purposes include:

A. To operate, and to further the efforts of the Methodist Church in operating, nursing facilities specifically designed to meet the physical and psychological needs of elderly persons and handicapped persons, and to promote their health, security and happiness.

B. To transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Florida, to the extent that such business may be conducted by organizations that qualify as exempt organizations under the Code.

C. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Florida, by these Articles of Incorporation or, with regard to exempt organizations, by the Code.

ARTICLE V

POWERS

The Corporation shall have and exercise all powers and rights conferred upon nonprofit corporations by the Florida Not For Profit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Florida which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article III. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI

NO PRIVATE BENEFIT OR POWER TO INFLUENCE LEGISLATION

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article III. The Corporation shall not participate in any political campaign for or against any candidate for public office or devote a substantial part of its activities to influencing legislation.

ARTICLE VII

DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under Section 501(c)(3) of the Code, or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 201 S. Biscayne Blvd., Suite 1500 (WNJ), Miami, Florida 33131, and the name of its registered agent at such address is Corporation Company of Miami.

ARTICLE IX

BYLAWS TO REGULATE INTERNAL AFFAIRS

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except to the extent that the provisions herein set forth regulate the distribution of assets on dissolution or final liquidation.

ARTICLE X

NO MEMBERS

The Corporation shall have no members.

ARTICLE XI

INITIAL BOARD OF DIRECTORS

The business and affairs of the Corporation shall be conducted by a Board of Directors. The method of election of the Directors shall be as set forth in the Bylaws. The number of directors constituting the Board of Directors shall be not less than three, and the names and street addresses of the persons who are to serve as the initial Directors are as follows:

James Brock
850 Anastasia Avenue
Coral Gables, Florida 33134

Mark Caldwell
Miami Lakes Methodist Church
14800 N.W. 67th Avenue
Miami Lakes, Florida 33014

Jay Miranda
Palm Springs Hospital
1475 West 49th Street
Hialeah, Florida 33012

ARTICLE XII

AMENDMENT OF THE ARTICLES AND BYLAWS

The Articles and Bylaws of the Corporation may be amended, altered or replaced by the Board of Directors as set forth in the Bylaws.

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ARTICLE XIII

NAME AND ADDRESS OF INCORPORATORS

The names and addresses of the Incorporator[s] is/are:

James Brock
850 Anastasia Avenue
Coral Gables, Florida 33134

DATED this 27th day of June, 2003.

James Brock

James Brock, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 7th DAY OF JULY, 2003.

CORPORATION COMPANY OF MIAMI

By:
Print Name: Felicia Hickey
Title: Asst. Secretary

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