

No 3000006995

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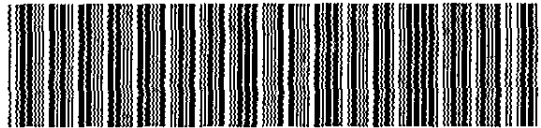
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**MADISON HILL ASSISTED CARE SERVICES, INC.**

**905 West Madison Street  
Starke, Florida 33091  
(904) 964-4546**

Gloriosa R. Antiporda, M.D., Chairman  
Jason A. De Leon, Vice Chairman  
Dawn Burney, M.D. Secretary/Treasurer

August 10, 2003

Secretary of State  
Division of Incorporation  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, Florida 32399


Re: Incorporation for Madison Hill Care Assisted Services, Inc.

Dear Sir/Ma'am:

Please find enclosed a \$70.00 filing fee for the Madison Hill Assisted Care Services, Inc. a non-profit corporation.

Thanking you in advance for your prompt response to this request.

Sincerely,

  
Gloriosa R. Antiporda, M.D.  
Chairman of the Board

Cc: Board of Directors  
Corporate File

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles Of Incorporation  
Of  
Madison Hill Assisted Care Services, Inc.**

**A Non-Profit Organization in compliance with Florida Statutes**

**1. Name.**

The name of the Non-profit Corporation is Madison Hill Assisted Care Services, Inc. (hereinafter, "Corporation").

**2. Principal Office and Registered Agent**

Its registered agent in the State of Florida is Jason A. De Leon, mailing address is 905 West Madison Street, Starke, Florida 32091.

**3. Purposes.**

The nature of the business or purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws for Non-profit statutes under the State of Florida.

**4. Capital Stock.**

The non-profit Corporation will issue zero (0) shares of capital stock.

**5. Incorporator.**

The name and mailing address of the incorporators are:

Gloriosa R. Antiporda, M.D., 905 W. Madison Street, Starke, Florida 32091

Jason A. De Leon, 905 W. Madison Street, Starke, Florida 32091

Dawn Burney, M.D. 905 W. Madison Street, Starke, Florida 32091

**6. Existence.**

The Madison Hill Assisted Care Services, Inc. is to have a perpetual life existence.

**7. Liability of Board of Directors/ Officers.**

The private property of the Board members shall not be subject to the payment of corporate debts.

**8. Management.**

Subject to the provisions of the non-profit laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation and the directors.

- (a) The books of the corporation may be kept outside of the State of Florida at such place or Board of Directors may from time to time designate places as.**
- (b) The business of the Madison Hill Assisted Care Services, Inc. shall be managed by its Board of Directors; and the Board of Directors shall have power to engage in charitable activities, to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to make contracts, purchase, mortgage or lease and hold all real and personal property to carry out the mission of the organization, except as otherwise provided by statute or by the Bylaws.**
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.**
- (d) The Board of Directors for Madison Hill Assisted Care Services, Inc. shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws by them from time to time.**
- (e) The Board of Directors of Madison Hill Assisted Care Services, Inc. shall have the power, in its discretion to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.**
- (f) The Board of Directors of Madison Hill Assisted Care Services, Inc. shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what time and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, shall be open to the inspection of members; and no member shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors.**
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment may be made to the Corporation as the Board of Directors of Madison Hill Assisted Care Services, Inc. may determine.**
- (h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or**

might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction, provided, that the fact of such interest shall have been disclosed to the other directors of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

- (i) The Madison Hill Assisted Care Services, Inc. reserves the right to amend, alters, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

WE, THE UNDERSIGNED, incorporators herein before named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 9<sup>th</sup> day of August 2003.

Incorporators

  
Gloriosa R. Antiporda, M.D.

  
Jason A. De Leon

  
Dawn Burney, M.D.

Having been named as the 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.

  
Jason A. De Leon  
Signature/ Registered Agent

08-09-2003  
Date

## ACTION BY INCORPORATOR

The undersigned Gloriosa R. Antiporda, M.D., Jason A. De Leon, and Dawn Burney, M.D., being the original incorporator of Madison Hill Assisted Care Services, Inc. (the "Corporation"), in accordance with governing laws for the State of Florida, do hereby take the following action:

The undersigned hereby elect the following persons to be directors of the **Madison Hill Assisted Care Services, Inc.**, to serve until the first annual meeting of members or until their successors are elected and qualified:

Gloriosa R. Antiporda, M.D., President  
Jason A. De Leon, Vice President  
Dawn Burney, M.D., Secretary

The undersigned hereby waive all rights, title, and interest in and to any stock or property of the Corporation and any right in the management thereof out of or connected with performing duties as incorporators.

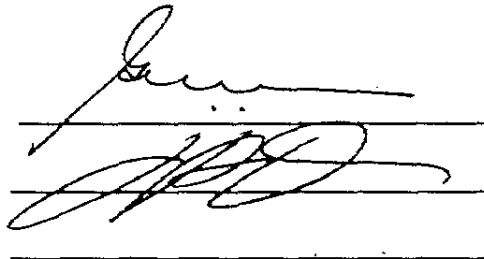
Dated: August 9, 2003

\_\_\_\_ Incorporators \_\_\_\_

Gloriosa R. Antiporda, M.D., President

Jason A. De Leon, Vice President

Dawn Burney, M.D., Corporate Secretary



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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