

N030000009927

(Requestor's Name)

Michael Lamar,

25330 SW20th Avenue,

Newberry, FL 32669
(Address)

(City/State/Zip/Phone #)

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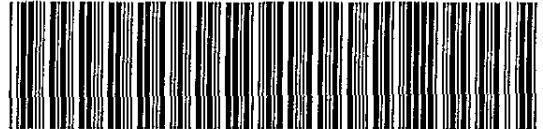
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 30, 2003

MICHAEL LAMAR
25330 SW 20TH AVENUE
NEWBERRY, FL 32669

SUBJECT: GILCHRIST COUNTINOUS CARE CORPORATION
Ref. Number: W03000031916

We have received your document for GILCHRIST COUNTINOUS CARE CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 603A00059286

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Articles of Incorporation of GILCHRIST CONTINUOUS CARE CORPORATION, TALLAHASSEE, FLOR
Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 and all sections therein of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I. NAME

The name of the corporation is GILCHRIST CONTINUOUS CARE CORPORATION.

Article II. LENGTH OF DURATION

The corporation shall have a perpetual duration. Corporate existence shall commence at the date these articles of incorporation are filed by the Department of State.

Article III. PURPOSE

The corporation is a not for profit corporation. The purpose or purposes for which the corporation is organized and operated are exclusively for religious, charitable, scientific or educational purposes, which will qualify it as an exempt organization under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section. Furthermore, no part of the Corporation's net earnings inures to the benefit of any private shareholder or individual, no substantial part of activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf (or in opposition to) any candidate for public office,

- (a) The primary purposes for which this corporation is formed are to operate for the advancement and care of the elderly and disabled in need of care and assistance in Gilchrist County and surrounding rural areas of the State of Florida and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for other activities designed to accomplish these ends including but not limited to the following:
- i. To design, develop, construct, acquire and operate housing and continuum of care facilities for the elderly and disabled populations, which include independent living units, assisted living units and nursing care units.
 - ii. To acquire and hold any real and or personal property acquired by either, purchase, lease, gift, donation or any other lawful manner wherever situated and to sell, convey, lease, exchange, transfer, mortgage or pledge any of the Corporations property or other assets
 - iii. To promote, manage or participate with others in the operation of any

corporation, limited liability company, partnership, limited partnership, joint venture, or other association of any kind or in any transaction, undertaking or arrangement which the Corporation would have the power to conduct by itself.

- iv. To promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and to conduct the Corporation's business in all or any of its branches as principal, agent, broker, factor, contractor, or any other lawful capacity, either alone or in conjunction with any corporation, limited liability company, partnership, limited partnership, trusts, syndicates, individuals or other legal entities in any part of the world.

(b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office and any other activities that would be in violation of 26 U.S.C.A. §501(c)(3).

Article IV.

BYLAWS

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

Subject to the limitations contained and set forth in the Florida Not For Profit Corporation Act described above.

Article V.

PRINCIPAL OFFICE AND NAME AND ADDRESS OF REGISTERED AGENT

The street address of the initial registered office of the corporation is 25330 SW 10th Avenue, Newberry, Florida 32693, County of Alachua, State of Florida. The name of its initial registered agent at that address is Michael Lamar.

Article VI.

DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be 13; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The names and residential addresses of the persons who are to serve as the initial directors are:

Michael Lamar, 25330 SW20th Avenue, Newberry, FL 32669
Tommy Langford, 6650 NE 55th Street, High Springs FL 32643
Mitchell Gentry, 4959 SW 80th Avenue, Bell, FL 32619

Tim Kinsey, 722 NE 10th Avenue, Trenton, FL 32693
Paul Metts, 3846 NW 39th Avenue, Gainesville, FL 32606
Ray E. Thomas, Jr., 3259 W. Bryant Avenue, Bell, FL 32619
Clyde Forbes, 7520 NE 15th Street, Trenton, FL 32693
Rick Weder, 1022 E. Wade Street, Trenton, FL 32693
Verna Mae Eady, 8229 SW 83rd Terrace, Trenton, FL 32693
Dwayne Yates, 5099 SE 55th Trail, Trenton, FL 32693
Todd Gray, 3400 SW 22nd Place, Bell FL 32619
Sandi Hilliard, 700 NW CR 341, Bell, FL 32619

Provisions for the removal, replacement, or addition of Directors shall be contained in the By-Laws.

Article VII. INCORPORATOR

The name and address of each incorporator are:
Rick Weder, 1022 E. Wade Street, Trenton, FL 32693

Article VIII. OFFICERS

The board of directors shall elect the following officers: chairman, vice-chairman, treasurer, and secretary], and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that time the following persons shall serve as corporate officers: Clyde Forbes, Chairman; Mitchell Gentry, Vice-Chairman; Sandy Hilliard, Treasurer; Verna Mae Eady, Secretary.

Article IX.

Basis Under Which Corporation Organized

The corporation is a not for profit corporation as defined by the Florida Not for Profit Corporation Act, Fla. Stat. §617.01401. As such, it is not organized for the pecuniary gain or profit of, and of the net earnings nor any part thereof is distributable to, its members, directors or managers or trustees, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

EXCEPT that the corporation shall be authorized and empowered to expend funds for payment for reasonable compensation for services rendered, payments of debts, repayments of loans or for reimbursements and to make payments and distributions in furtherance of the purposes set forth above in Article III.

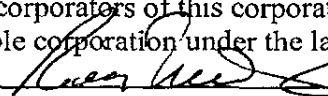
The property of this corporation is irrevocably dedicated to purposes set out above in Article III and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

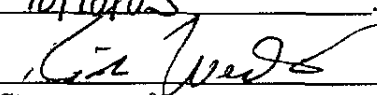
Article X.
DISPOSAL OF PROPERTY IN THE EVENT OF DISSOLUTION OF CORPORATION

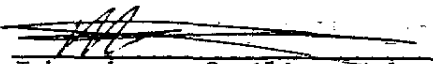
On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws or shall be distributed to the federal, state, or local government for a public purpose as provided by applicable laws of the United States or the State of Florida.

Article XI.
AMENDMENTS TO ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of 2/3 of the members present of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on 
Signature of Incorporator

In witness, the undersigned incorporators have executed these articles of incorporation on 10/10/03

Signature of Incorporator


I hereby am familiar with and accept the duties and responsibilities as a registered agent.

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TALLAHASSEE, FLORIDA