

**N04000000 724**

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CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

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CONTACT:      KATIE WONSCH  
  
DATE:            1/21/04  
  
REF. #:          0672.22794  
  
CORP. NAME:    LPALF, INC. (NOT-FOR-PROFIT)

- |                                                               |                                                 |                                                  |
|---------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          |                                                 |                                                  |
| <input type="checkbox"/> OTHER:                               |                                                 |                                                  |

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AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
LPALF, INC.**

**(A CORPORATION NOT-FOR-PROFIT)**

The undersigned incorporator to these Articles of Incorporation hereby associates for a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

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**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is **LPALF, INC.** The principal office (and mailing address) is located at **799 Overlook Drive, Winter Haven, Florida 33884**. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II  
NATURE OF BUSINESS**

The purpose for which the Corporation is formed is to acquire and operate long-term care facilities for the elderly in Florida, which shall include independent living facilities, assisted living facilities, nursing homes and/or other similar facilities.

**ARTICLE III  
POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

**ARTICLE IV  
MANAGEMENT**

The Corporation shall have no members and shall be managed by the members of the Board of Directors as provided in the Bylaws of the Corporation.

**ARTICLE V  
TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows:

<b>NAME</b>	<b>ADDRESS</b>
John A. McCoy	799 Overlook Drive Winter Haven, Florida 33884

**ARTICLE VII  
OFFICERS**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<b>NAME</b>	<b>TITLE</b>
John A. McCoy	President
Kathryn Smith	Secretary
Sam Sanders	Treasurer

**ARTICLE VIII  
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
John A. McCoy	799 Overlook Drive Winter Haven, Florida 33884

Kathryn Smith

799 Overlook Drive  
Winter Haven, Florida 33884

Sam Sanders

799 Overlook Drive  
Winter Haven, Florida 33884

The method of election of the Directors shall be as stated in the Corporation's Bylaws.

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is The Greenleaf Bldg., 200 Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent at such address is F & L Corp.

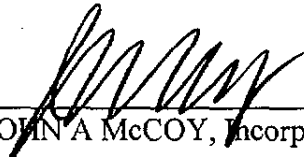
**ARTICLE X  
BYLAWS**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE XI  
AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 15 day of JAN., 2004.

  
\_\_\_\_\_  
JOHN A McCOY, Incorporator

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**F & L CORP.**

By: Randolph J. Wolfe  
Randolph J. Wolfe

Dated the 20<sup>th</sup> day of January, 2004

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