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TALLAHASSEE, FLORIDA

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April 16, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: **INDIAN ROCKS ASSISTED LIVING, INC.**

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$122.50 to cover the following costs:

Articles of Incorporation	\$	35.00
Registered Agent designation		35.00
Certified Copy		52.50

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
VERONA LAW GROUP, P.A.



Jay B. Verona

JBV:lg

Enclosures

cc: First Baptist Church of Indian Rocks, Inc., Attn: Tim Ferguson

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

1. NAME: The name of this Corporation is **INDIAN ROCKS ASSISTED LIVING, INC.**

2. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS: The initial principal office and mailing address of this Corporation shall be:

12685 Ulmerton Road, Largo, FL 33774

3. DURATION: The period of this Corporation's duration shall be perpetual.

4. PURPOSES AND GENERAL POWERS:

This Corporation is organized exclusively for charitable and religious purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States tax code). The primary purpose for which this Corporation is formed is to lead men, women and children to a saving knowledge of Jesus Christ, by supporting the ministries of First Baptist Church of Indian Rocks, Inc., a Florida not for profit corporation organized exclusively for religious purposes ("the Church"). This Corporation shall participate in no activity which shall not be directly in furtherance of said primary purpose.

Incident to this primary purpose, the Corporation, through the acquisition and operation of one or more assisted living facilities, pursuant to Ch. 400, Fla. Stat., as amended, intends to promote the availability of appropriate services for elderly individuals with disabilities in the least restrictive and most homelike environment, to promote the dignity, individuality, privacy, and decisionmaking ability of such persons, and to provide for the health, safety, and welfare of such individuals.

This Corporation shall operate as an integrated auxiliary of the Church and shall operate as an administrative office, the function of which is to assist the customary activities of the Church. To this end, (i) the Corporation shall adhere to all religious doctrines and practices maintained by the Church, and (ii) the Corporation shall provide, at least annually, a full financial report to the Church. Nevertheless, this Corporation shall maintain, for all purposes, a separate legal existence from the Church.

This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Code, (ii) a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 170(c)(2)], as amended, or of corresponding provisions of any future United States Internal Revenue Code.

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, nor intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

5. DIRECTORS: This Corporation shall have no less than three (3) directors, or such other minimum number as may be otherwise required by law. Directors shall be required to be members of the Church. The specific number of directors, as well as the method by which the directors are to be elected, appointed and removed shall be stated in the Corporation's Bylaws.

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6. **INITIAL BOARD OF DIRECTORS:** The names and street addresses of the initial Directors of this Corporation are:

BOB HANNAN

7330 Sawgrass Point Dr.
Pinellas Park, FL 33782

BOB MEYER

9236 36th Way.
Pinellas Park, FL 33782

RAY GUSSLER

8995 Baywood Park Cir.
Largo, FL 33777

7. **MEMBERSHIP:** The sole member of this Corporation shall be the Church.

8. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

TIMOTHY A. FERGUSON
12685 Ulmerton Rd., Largo, FL 33774

9. **INCORPORATOR:** The name and street address of the initial Incorporator signing these Articles of Incorporation is:

TIMOTHY A. FERGUSON
12685 Ulmerton Rd., Largo, FL 33774

9. **BYLAWS:** Except as otherwise provided by law, the power to adopt, alter, amend or repeal the ByLaws of this Corporation shall be vested in the Directors.

10. **INDEMNIFICATION:** The Corporation shall indemnify any officer, director, employee and/or agent (present or former), from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said officer, director, employee and/or agents, in his/her capacity as such, to the full extent permitted by law.

11. **AMENDMENT OF ARTICLES:** The members of the Church, attending a duly called business meeting, may amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

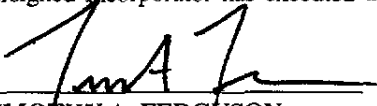
12. **EARNINGS; DISSOLUTION ACTIVITIES:**

All net earnings of the Corporation shall inure to the benefit of, and be distributed in accordance with the purposes of the Corporation as set forth in Section 4 of these Articles. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to non-exempt members, or to trustees, 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 in Section 4 hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 170(c)(2)], as amended, or of corresponding provisions of any future United States Internal Revenue Code.

Upon dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for the

payment of all of the liabilities of the Corporation, dispose of all of the assets of this Corporation to the Church, provided that the Church shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Law. In the event the Church is not active at the time of the dissolution of this Corporation, the Board of Directors shall dispose of all assets of this Corporation to another church or churches which is/are similar to the Church and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 of such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of April, 2004.


TIMOTHY A. FERGUSON
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

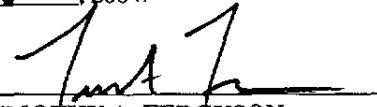
The foregoing Articles of Incorporation were sworn to and subscribed before me this 12 day of APRIL, 2004 by **TIMOTHY A. FERGUSON**, who is personally known to me or has produced KNOWN (type of identification) as identification, and who did take an oath.


Notary Public Signature
Notary Name: Timothy A. Ferguson
Commission/Serial Number: 100515
My Commission Expires: 10/01/05
NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for **INDIAN ROCKS ASSISTED LIVING, INC.** at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent. The undersigned hereby further states that it is familiar with, and accepts, the obligations of that position.

Executed this 4 day of April, 2004.


TIMOTHY A. FERGUSON

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Acceptance of Appointment as Registered Agent was sworn to and subscribed before me this

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STATE OF FLORIDA

Notary Public - signature

Notary Seal: Mary Lou Johnson, Notary Public, State of Florida, Commission Expires 01/18/2015, My Commission Expires 01/18/2015, Bonded thru The Fair Insurance, PUBLIC, STATE OF FLORIDA