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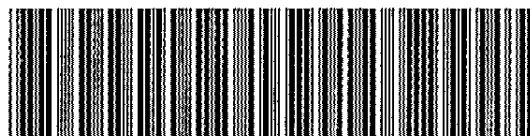
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DELOACH & PETERSON, P.A.
ATTORNEYS AT LAW

J. BOYD DELOACH
SID C. PETERSON II
PHILIP B. PETERSON

JAMES R. PROVENCHER
OF COUNSEL



418 CANAL STREET
POST OFFICE BOX 428
NEW SMYRNA BEACH, FL 32170
(386) 428-2464
FAX (386) 423-9967

April 15, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Smyrna West TLC Assisted Living Facility, Inc.
Our File No. 05-12779

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced Florida Not For Profit Corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,


SID C. PETERSON, JR.

SCP/bg
Enclosures

FILED
05 APR 18 PM 2:01
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SMYRNA WEST TLC ASSISTED LIVING FACILITY, INC.
(A Florida Not For Profit Corporation)

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this Corporation shall be: **SMYRNA WEST TLC ASSISTED LIVING FACILITY, INC.**, with its principal office located at 301 Milford Place, New Smyrna Beach, Florida 32168 and its corporate mailing address being the same.

ARTICLE II
POWERS AND PURPOSE

A. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation, Act, as amended.

B. The specific and primary purposes for which this corporation is organized are to establish and maintain an assisted living facility for the care, support and supervision of elderly persons; to provide shelter, food, care, recreation and other facilities for such persons; to help serve the communities of Southeast Volusia, Florida; to acquire other properties, and to construct buildings for such purposes; and to stimulate recreational, physical and social activities among residents residing in the assisted living facility.

ARTICLE III
NONSTOCK CORPORATION

This corporation is organized upon a nonstock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE V
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

ROBERT B. THOMAS
301 Milford Place
New Smyrna Beach, Florida 32168

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI
MEMBERSHIP**

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the bylaws.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time bylaws adopted by the Board of Directors, but shall never be less than three (3). The manner in which Directors are to be elected or appointed shall be as regulated by the bylaws.

**ARTICLE VIII
INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street addresses are:

ROBERT B. THOMAS	1828 Mango Tree Drive Edgewater, Florida 32132
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JOHN LAWSON

703 Spruce Street
New Smyrna Beach, Florida 32168

WILLIE CARSON

409 Hickory Street
New Smyrna Beach, Florida 32168

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX OFFICERS

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

ARTICLE X INITIAL OFFICERS

The names of the initial officers of this Corporation and their street addresses are:

President

ROBERT B. THOMAS
1828 Mango Tree Drive
Edgewater, Florida 32132

Vice-President

JOHN LAWSON
703 Spruce Street
New Smyrna Beach, Florida 32168

Secretary/Treasurer

WILLIE CARSON
409 Hickory Street
New Smyrna Beach, Florida 32168

ARTICLE XI INCORPORATORS

The name and address of the person signing these Articles of Incorporation as the Incorporator is

ROBERT B. THOMAS
301 Milford Place
New Smyrna Beach, Florida 32168

**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation may be amended by an affirmative vote of the majority of those members present at the annual meeting or at a special meeting called for that purpose.


**ARTICLE XIII
INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

**ARTICLE XIV
DISSOLUTION**

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501(c)(3), 501(c)(7), or 170(c)(2), of the Internal Revenue Code of 1954, or any corresponding provision.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 4th day of April, 2005.

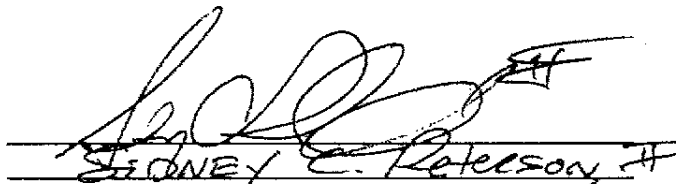


ROBERT B. THOMAS

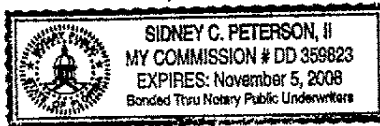
STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, Robert B. Thomas, who is/are personally known to me or who has/have produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/they subscribed to these Articles of Incorporation on this 4th day of April, 2005.


SIDNEY C. PETERSON, II

(Notary - print name)
Notary Public - State of Florida
Commission No.:
My Commission Expires:



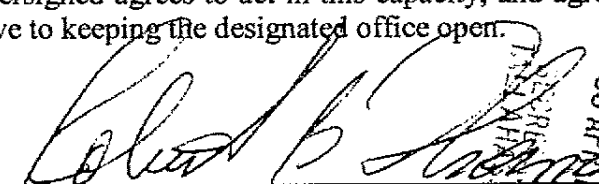
CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SMYRNA WEST TLC ASSISTED LIVING FACILITY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named **ROBERT B. THOMAS**, 301 Milford Place, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.


ROBERT B. THOMAS, as Registered Agent

FILED
05 APR 05
PM 2:01
STATE
OF FLORIDA