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**SPECTOR GADON & ROSEN, P.C.**

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*Frank Manzano, Paralegal*

July 20, 2005

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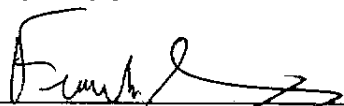
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314  
Attention: Ms. Dale White

**RE: Senior Health Properties-South, Inc.**  
**Reference #: W05000026997**

Dear Ms. White:

Thank you for speaking with me earlier today in reference to the above-referenced matter. Per our discussion, I am enclosing this firm's check in the amount of \$58.75 as payment of the balance of the filing fee. Please do not hesitate to contact me if you have any questions or comments.

Very truly yours,

  
\_\_\_\_\_  
Frank Manzano, Paralegal

/fm  
Enclosure

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 1, 2005

SPECTOR GADON & ROSEN, P.C.  
ATTN FRANK MANZANO  
1635 MARKET STREET 7 FLR  
PHILADELPHIA, PA 19103

SUBJECT: SENIOR HEALTH PROPERTIES-SOUTH, INC.  
Ref. Number: W05000026997

We have received your document for SENIOR HEALTH PROPERTIES-SOUTH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Subsequent directors may be elected or appointed by directors. However, the initial board must be appointed or elected by the founders, incorporator, officers etc.

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) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 905A00038836

FROM

05/11/2005 16:11 FAX

(WED) MAY 11 2005 22:04/ST. 22:04/NO. 6336896787 P 2  
SPECTOR GADON & ROSEN

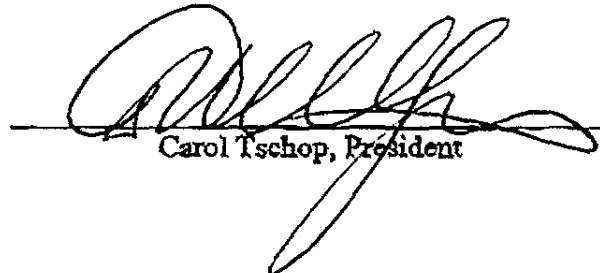
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SECURITY OF STATE  
TALLAHASSEE, FLORIDA

**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION  
FOR  
SENIOR HEALTH PROPERTIES-SOUTH, INC.**

The undersigned, Carol Tschop, President of Senior Health Properties, Inc., a foreign corporation in accordance with § 607.1801, Florida Statutes, do hereby certify:

1. The date on which the corporation was first formed was October 15, 1997.
2. The jurisdiction where the above named corporation was incorporated was California.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Senior Health Properties-South, Inc.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to §§ 607.01201 and 607.0202 with this certificate is Senior Health Properties-South, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was California.
6. Attached are the Florida Articles of Incorporation to complete the domestication requirements pursuant to § 607.1801.

I am Carol Tschop, President of Senior Health Properties-South, Inc., and I am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this the 12 day of May, 2005.

  
Carol Tschop, President

**ARTICLES OF INCORPORATION  
FOR  
SENIOR HEALTH PROPERTIES-SOUTH, INC.**  
In compliance with Chapter 617, F.S. (Not for Profit)

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is:

SENIOR HEALTH PROPERTIES-SOUTH, INC.

**ARTICLE II**

The principal place of business address:

c/o SENIOR HEALTH MANAGEMENT, L.L.C.  
100 SECOND AVENUE SOUTH  
SUITE 901S  
ST. PETERSBURG, FL, US 33701

The mailing address of the corporation is:

c/o SENIOR HEALTH MANAGEMENT, L.L.C.  
100 SECOND AVENUE SOUTH  
SUITE 901S  
ST. PETERSBURG, FL, US 33701

**ARTICLE III**

The specific purpose for which the corporation is organized is:

The purposes for which the Corporation is organized are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law and include, without limitation, the ownership and operation of one or more facilities providing independent, assisted living and special care facilities and services to aged persons in a manner designed to satisfy their needs for housing, health care and financial security.

**ARTICLE IV**

The manner in which directors are elected or appointed is:

The initial Directors shall be appointed by the incorporator; thereafter, Directors shall be elected annually by the Board of Directors.

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## **ARTICLE V**

The Corporation is organized upon a non-stock basis.

## **ARTICLE VI**

The Corporation shall have no members.

## **ARTICLE VII**

**INUREMENT OF INCOME:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

## **ARTICLE VIII**

The property of the Corporation is irrevocably dedicated to charitable purposes.

## **ARTICLE IX**

**OPERATIONAL LIMITATIONS:** 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, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions, to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE X**

**DISSOLUTIONS CLAUSE:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision 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 Court of Competent Jurisdiction 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 for such purposes.

## ARTICLE XI

It is intended that the Corporation shall have the status of a Corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. In the event the Corporation is determined to be a private foundation with the meaning of Section 509 of the Code, then during such period:

(i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Service Law.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Service Law.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Service Law.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Service Law.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Service Law.

## ARTICLE XII

The name and Florida street address of the registered agent is:

NIKKI SOBEL  
c/o SPECTOR GADON & ROSEN, LLP  
360 CENTRAL AVENUE  
SUITE 1500  
ST. PETERSBURG, FL, US 33701

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: Nikki Soler

### ARTICLE XIII

The name and address of the Incorporator is:

FRANK MANZANO, PARALEGAL  
SPECTOR GADON & ROSEN, P.C.  
1635 MARKET STREET, 7<sup>TH</sup> FLOOR  
PHILADELPHIA, PA 19103

Incorporator Signature: Frank Manzano

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