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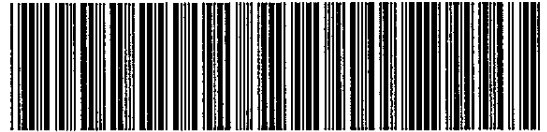
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CORPORATION SERVICE COMPANY

ACCOUNT NO.: 072100000032

REFERENCE : 613011. 80741A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE: September 23, 2005

ORDER TIME : 9:35 AM

ORDER NO. : 613011-005

CUSTOMER NO: 80741A

CUSTOMER: Eugene O. George, Esq.
Bowman George Scheb Toale &
Robinson, P.a.
Suite 3
2750 Ringling Boulevard
Sarasota, FL 34237

DOMESTIC FILING

NAME: WESTCOTT LAKES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WESTCOTT LAKES, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of WESTCOTT LAKES, INC., under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the Corporation is: WESTCOTT LAKES, INC.

**ARTICLE II.
PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the Corporation shall be Westcott Lakes, Inc., c/o PRAXEIS LLC, 4250 Lakeside Drive, Suite 214, Jacksonville, Florida 32210.

**ARTICLE III.
PURPOSES AND POWERS**

A. The Corporation is organized as a Corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, including but not limited to the following:

1. To operate a retirement community designed to meet the needs of the aged.

2. To operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

3. To promote education, research and community service related to the care of the aged.

4. To hold any property, or an undivided interest therein, without limitation as to the amount or value. To dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except to such limitations, if any, as may be contained in the instrument under which such property is received, these Article of Incorporation, the Bylaws of the Corporation or any applicable laws or rules.

5. To transact any and all lawful business, subject to the limitations contained herein.

B. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended.

ARTICLE IV. MEMBERS

The members of the Corporation shall consist of the members of the Corporation's board of directors.

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

The street address of the initial registered office of the Corporation is 2750 Ringling Boulevard Suite 3, Sarasota, Florida, 34237 and the name of the Corporation's initial registered agent at the address is Eugene O. George.

**ARTICLE VI.
BOARD OF DIRECTORS**

A. Management of Corporate Affairs. The Corporation shall be managed, its properties controlled and its affairs governed under the direction of its board of directors. The terms and manner of election of the Directors shall be as provided in the Bylaws.

**ARTICLE VII.
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is:

Name

Address

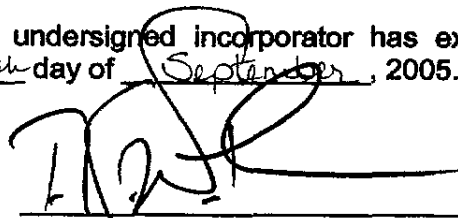
T.K. Wetherell

211 Westcott
Tallahassee, Florida 32306

**ARTICLE VIII.
DISSOLUTION**

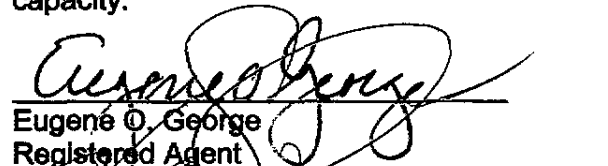
Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the Corporation's lawful debts shall be distributed to a Florida Corporation Not for Profit, if then qualified under the provisions of Section 501(c)(3) of the Code and pertinent Treasury regulations as they now exist or as they may be amended.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of September, 2005.




T.K. Wetherell

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Eugene O. George
Registered Agent



T.K. Wetherell
Incorporator

9-22-05
Date

9/24/05
Date

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