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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 10-27

ARTICLES OF INCORPORATION
of
ADVENTIST CARE CENTERS - COURTLAND, INC.
A Florida Not-For-Profit Corporation

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ARTICLE I
NAME

The name of this not for profit corporation shall be Adventist Care Centers - Courtland, Inc. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 602 Courtland Street, Suite 200, Orange County, Orlando, Florida 32804.

ARTICLE III
PURPOSES

This Corporation is a not-for-profit corporation, organized and operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit, and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- a. To operate a licensed nursing home ("Nursing Home").
- b. To accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it, or earned by it in its activities.
- c. To own, manage, operate, lease or take any action in connection with the Nursing Home, and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing health care related services.

- d. To carry on educational activities related to rendering care to the sick and injured and/or the promotion of health.
- e. To promote and carry on scientific research related to the care of the sick and injured.
- f. To participate in any activity designed to promote the general health of the communities served by the Corporation.
- g. To carry on such other activities as are in furtherance and supportive of the foregoing purposes that are lawful and proper for Corporations formed under the Act and Section 501(c)(3) of the Code.

ARTICLE IV MEMBERSHIP

This Corporation shall have one member. The sole member of the Corporation shall be Sunbelt Health Care Centers, Inc. ("Sunbelt"), a Tennessee not for profit public benefit corporation recognized as exempt from federal income taxes pursuant to 501(c)(3) of the Internal Revenue Code. As of the incorporation date, the Corporation shall issue a Certificate to Sunbelt, which Certificate shall evidence that 100% of the membership interests of the Corporation are vested in Sunbelt and such other provisions as are consistent with these Articles of Incorporation, the Corporation's Bylaws and the provisions of the Florida Not For Profit Corporation Act.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and registered office of the Corporation are T. L. Trimble, 111 North Orlando Avenue, Winter Park, Florida 32789.

**ARTICLE VI
BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall be established in the Bylaws and may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

T. L. Trimble
111 North Orlando Avenue
Winter Park, Florida 32789

**ARTICLE VIII
DISSOLUTION**

This Corporation is not organized nor shall it be operated for pecuniary gain or profit and except as permitted by state law, it does not contemplate the distribution of gains, profits or dividends to its Member and it is organization solely for nonprofit purposes. The property, assets, profits or net income of this Corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, Officer, or Member or to the benefit of any private shareholder or individual. On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to Sunbelt Health Care Centers, Inc. and if it is no longer in existence or no longer qualifies as a 501©(3) corporation then to Adventist Health System Sunbelt Healthcare Corporation and if it no longer qualifies as a 501(c)(3) corporation, then to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, the Lake Union

Conference of Seventh-day Adventists and the Mid-America Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

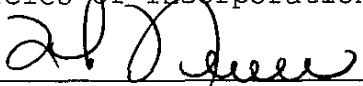
ARTICLE IX LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (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 Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation shall be approved by the membership in accordance with the provisions set forth in the Corporation's Bylaws.

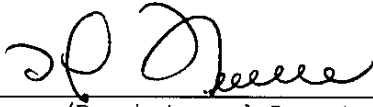
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on October 25, 2006.



T. L. Trimble, Incorporator

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Adventist Care Centers - Courtland, Inc. at 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Signature/Registered Agent

T.L. Trimble

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