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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

LFC-SP Development Inc.

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
LFC-SP DEVELOPMENT INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of LFC-SP Development Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is: LFC-SP Development Inc.

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Corporation shall be 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, including but not limited to the following:

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

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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 Internal Revenue 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 Internal Revenue Code and pertinent Treasury Regulations as they now exist or as they may be amended.

ARTICLE IV. MEMBERS

The Corporation shall not have members.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4250 Lakeside Drive, Suite 214, Jacksonville, Florida, 32210, and the name of the Corporation's initial registered agent at the address is James W. Cater, Jr.

ARTICLE VI. BOARD OF DIRECTORS

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

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ARTICLE VII. NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

Name

Address

Robert E. Windom

5450 Eagle Point Cir.
Sarasota, FL 34231

ARTICLE VIII. DISSOLUTION

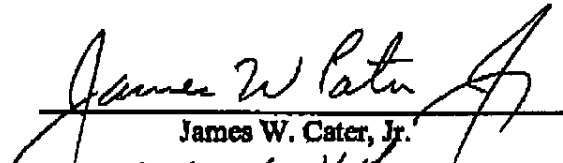
Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the Corporation's lawful debts shall be distributed to a Florida Corporation Not For Profit, if then qualified under the provisions of Section 501(c)(3) of the Internal Revenue 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 27 day of February, 2008.


Robert E. Windom, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, James W. Cater, Jr. agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. He is familiar with and accepts the obligations of a registered agent.


James W. Cater, Jr.
Date: March 4th, 2008

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