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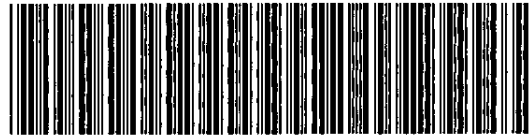
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# WALLACE JORDAN

WALLACE, JORDAN, RATLIFF & BRANDT, LLC

ATTORNEYS & COUNSELORS

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Distinguished Senior Members

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Annemarie C. Axon  
Counsel

Sender Direct Dial: 205.874.0321  
Sender Direct Fax: 205.874.3281  
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November 7, 2012

**Via FedEx**

Florida Department of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, Florida 32301

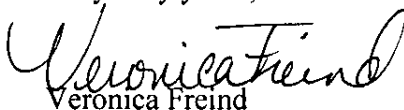
Re: Mathison Retirement Community, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation of Mathison Retirement Community, Inc., together with our firm's check in the amount of \$78.75 representing filing fees for the same. Please return the original and a certified copy to me in the enclosed return envelope.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Veronica Freind

Assistant to Michael J. Brandt

/vf  
Enclosures

This instrument prepared by:

Michael J. Brandt  
Wallace, Jordan, Ratliff & Brandt, L.L.C.  
800 Shades Creek Pkwy, Suite 400  
Birmingham, AL 35209

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TALLAHASSEE, FL 32399

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)  
**OF**  
**MATHISON RETIREMENT COMMUNITY, INC.**

TO THE FLORIDA DEPARTMENT OF STATE,  
DIVISION OF CORPORATIONS:

The undersigned, desiring to organize a nonprofit corporation under the provisions of Chapter 617, Florida Statutes, does hereby sign, verify and file these Articles of Incorporation and certify as follows:

1. **NAME:** The name of the corporation is:  
  
Mathison Retirement Community, Inc. (hereinafter referred to as the "Corporation").
2. **PRINCIPAL OFFICE:** 1520 Cooper Hill Road  
Birmingham, AL 35210-2303
3. **PURPOSE:**

(a) The Corporation is formed for the following purpose: to develop, provide and operate independent living, assisted living, and memory care facilities and care for Senior Adults.

In addition, subject to the limitations set forth herein, the Corporation may engage in any activity permitted by Chapter 617, Florida Statutes.

(b) Notwithstanding any other provision of the these Articles of Incorporation, the Corporation shall not conduct or carry on (i) any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations hereunder, as they now exist or as they may hereafter be amended, or (ii) any activities proscribed by Chapter 617, Florida Statutes.

4. **SINGLE PURPOSE ENTITY PROVISIONS REGARDING HUD:** The Corporation has been formed to develop, provide and operate independent living, assisted living and memory care facilities and care for Senior Adults on the property located in Panama City, Florida operated under the name Mathison Retirement Community (the "Project"). In connection with the acquisition of the Project, the Corporation has or will execute and/or assume a note, mortgage, deed of trust or security deed, security agreement (the "Loan Documents") and has or will assume the obligations under a Regulatory Agreement for Multi-Family Housing Projects (the "Regulatory Agreement" and together with the Loan Documents, the "HUD Loan Documents") in favor of the Secretary ("Secretary") of Housing and Urban Development ("HUD"). Notwithstanding any other provision to the contrary in these Articles or the Bylaws of the Corporation:

(a) If any of the provisions of the Corporation's organizational documents conflict with the terms of the HUD Loan Documents, the provisions of the HUD Loan Documents shall control.

(b) No provision required by HUD to be inserted into the Corporation's organizational documents may be amended without prior HUD approval, so long as HUD is the insurer or holder of the note issued in connections with the Project.

(c) No provision in the Corporation's organizational documents that result in any of the following will have any force or effect without the prior written consent of HUD:

(1) Any amendment that modifies the term of the Corporation;

(2) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional member;

(3) Any amendment that in any way affects the HUD Loan Documents;

(4) The addition of any additional officers of the Corporation; or

(5) Any change in a guarantor of any obligation to the Secretary.

(d) The Corporation is authorized to execute the HUD Loan Documents including without limitation a note, mortgage, deed of trust or security deed and security agreement in order to secure a loan for the Project to be insured by the Secretary and to execute the Regulatory Agreement and other documents required by the Secretary in connections with the HUD-insured loan.

(e) Any incoming officer must as a condition of receiving an interest in the Corporation agree to be bound by the HUD Loan Documents and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other officers.

(f) Notwithstanding any other provisions, upon any dissolution of the Corporation, no title or right to possession and control of the Project, and no right to collect the rents from the

Project, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.

(g) The officers and any assignee of an officer shall be liable in their individual capacity to HUD for:

(1) Funds or property of the Project coming into its possession, which by the provisions of the Regulatory Agreement, the person or entity is not entitled to retain;

(2) Its own acts and deeds, or acts and deeds of others which it has authorized, in violation of the provisions of the Regulatory Agreement;

(3) The acts and deed of affiliates, as defined in the Regulatory Agreement, which the person or entity has authorized in violation of the provisions of the Regulatory Agreement; and

(4) As otherwise provided by law.

(h) The Corporation shall not voluntarily be dissolved, be converted to another form of entity or cease to be a single asset entity without the prior written approval of HUD.

(i) The Corporation has designated Christopher W. Tomlin and Michael D. Giles as its official representatives for all matters concerning the Project which require HUD consent or approval. The signature of either of such persons will bind the Corporation in all matters. The Corporations may from time to time appoint a new representative to perform this function, but within 3 business day of doing so, will provide HUD with written notification of the name, address, and telephone numbers of its new representative. When a person other than the persons identified above has full or partial authority of management of the Project, the Corporation will promptly provide HUD with the name of the person and the nature of the person's management authority.

(j) Corporation shall not engage in any other activity other than operation of the Project.

(k) The duration of the Corporation shall be at least ten (10) years longer than the term of the FHA-insured mortgage granted in connection with the Project.

5. **MANNER OF ELECTION:** The manner in which the directors are elected and appointed is as provided for in the Corporation's Bylaws.

6. **INITIAL MEMBER, OFFICERS AND/OR DIRECTORS:**

(a) **Member:** The Corporation shall have one member: Methodist Home for the Aging, an Alabama nonprofit corporation.

(b) **Officers:**

Mr. Christopher W. Tomlin  
1520 Cooper Hill Road  
Birmingham, AL 35210-2303

President and Treasurer

Mr. Michael D. Giles  
1520 Cooper Hill Road  
Birmingham, AL 35210-2303

Vice President and Secretary

(c) **Board of Directors:**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Mr. Robert L. McKee III	3271 Canterbury Way, Birmingham, Alabama 35243
Mr. Fayette Dennison	4300 Bayou Blvd, Suite 21, Pensacola, Florida 32503
Mrs. Margaret S. Odom	#13 Elmira Dr., Tuscaloosa, Alabama 35405
Mr. Van R. Comfort	2608 Kings Ridge Dr., Birmingham, Alabama 35243
Dr. Jerry Dooling	14 Ballestone Ct., Dothan, Alabama 36301
Mrs. Maudine Holloway	1411 Gurnee Ave., Anniston, Alabama 36201
Dr. Dianne Griswold	156 Tensaw Rd., Montgomery, Alabama 36106
Mr. Jack Mullins	139 Braxton Way, Pelham, Alabama 35124
Mrs. Betty Salter	1060 N. Guillemard St., Pensacola, Florida 32501

7. **INITIAL REGISTERED AGENT AND OFFICE:** The address of the initial registered office of the Corporation and the registered agent at such address is as follows:

Jim O'Connor  
3637 West Highway 390  
Panama City, FL 32405

8. **INCORPORATOR:** The name and address of the Incorporator are as follows:

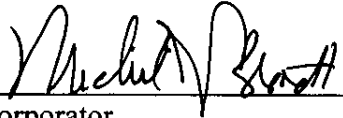
<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Michael J. Brandt	800 Shades Creek Parkway Suite 400 Birmingham, Alabama 35209

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.

  
Registered Agent

11/6/2012  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in s.817.155, F.S.

  
Incorporator

11-7-2012  
Date

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TALLAHASSEE, FL