

N26862



ACCOUNT NO. : 072100000032

REFERENCE : 190967 4329479

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 43.75

ORDER DATE : April 1, 1999

ORDER TIME : 1:22 PM

ORDER NO. : 190967-010

800002827168--4

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst
Baker & Hostetler
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC AMENDMENT FILING

NAME: THE OAKS OF CLEARWATER, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
99 APR - 1 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 APR - 1 PM 2: 22
DIVISION OF CORPORATION

Jee 4/8



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 1, 1999

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: THE OAKS OF CLEARWATER, INC.
Ref. Number: N26862

We have received your document for THE OAKS OF CLEARWATER, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 199A00016692

RESUBMIT

Please give original
submission date as file date.

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

59 APR -7 PM 12: 08

RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 7, 1999

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: THE OAKS OF CLEARWATER, INC.
Ref. Number: N26862

We have received your document for THE OAKS OF CLEARWATER, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please do not remove the registered agent acceptance.

Please return 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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 399A00017636

RESUBMIT
Please give original
submission date as file date
DIVISION OF CORPORATIONS
99 APR -7 PM 4:42
NOT RECORDED

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
THE OAKS OF CLEARWATER, INC.

FILED
99 APR -1 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gerald McHale, the President of The Oaks of Clearwater, Inc.(the "Corporation"), in accordance with Florida Statute §§617.1002 and 617.1007, certifies that the amendment and restatement of the Articles of Incorporation of the Corporation, containing amendments requiring member approval that were approved by written consent of OC One, Inc., the sole member, and all of the members of the Board of Directors on October 14, 1998 and March 30, 1999, constitute a sufficient number of votes to approve the amendments.

The Oaks of Clearwater, Inc.'s amended and restated Articles of Incorporation shall read in their entirety as follows:

ARTICLE I

Name

The name of this not for profit Corporation is: THE OAKS OF CLEARWATER, INC.

ARTICLE II

Term

The Corporation was organized on June 8, 1988, having perpetual existence.

ARTICLE III

Principal Office

The current principal office of the Corporation is located at 420 Bay Street, Clearwater, Florida 34616.

ARTICLE IV

Purposes & Powers

The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "IRC") (or the corresponding provision of any future United States Internal Revenue Law), and, in furtherance of these purposes, the Corporation may:

(a) Provide older persons with independent and assisted living facilities and services which take into account their physical, social and psychological needs and contribute to their health, security, happiness and well-being.

(b) Establish, develop, sponsor, promote and/or conduct educational programs, scientific research, treatment facilities, rehabilitation centers, housing centers, management services, human services programs and other charitable activities, all in promotion and support of meeting community needs.

(c) Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not For Profit Corporation Act, or otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of §501(c)(3) of the IRC, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its individual members, directors, officers, or other 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 the purposes set forth herein.

(ii) 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 distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the IRC.

(iii) 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 §501(c)(3) of the IRC or (b) by a corporation, contributions to which are deductible under §170 (c)(2) of the IRC.

ARTICLE V

Member

The member of the Corporation shall be OC One, Inc., a Texas corporation. There shall be no other members admitted into the membership.

ARTICLE VI

Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors which shall consist of not less than (3) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting and subject to the approval of OC One, Inc. shall elect such officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices, except that the offices of Chairman and Secretary may not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the Bylaws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Bylaws of this Corporation. There shall be a President who will be chief executive officer of the Corporation and will be appointed by the Board of Directors, subject to the approval of OC One, Inc.

ARTICLE VII

Bylaws

The Bylaws of the Corporation may hereafter be amended, by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting, at any meeting of the Board of Directors called for that purpose. Any amendment to the Bylaws shall not be effective until approved by OC One, Inc.

ARTICLE VIII

Amendments

These Article of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors of this Corporation, present and voting, at any meeting of the Board of Directors called for that purpose. Any Amendment to the Articles of Incorporation shall not be effective until approved by OC One, Inc..

ARTICLE IX

Dissolution

In the event of the dissolution of the Corporation which can only occur after the approval of OC One, Inc., the board of directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the IRC, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a 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 which shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the IRC, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Registered Agent

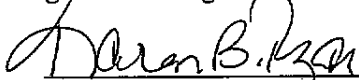
The registered office of the Corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the registered agent at that address shall be Corporation Service Company.

IN WITNESS WHEREOF, the undersigned president has been duly authorized to submit these Amended and Restated Articles of Incorporation, in accordance with Florida Statute §617.1007, this 2nd day of March, 1999.

TPA2-434197.4


Gerard McHale, President

I hereby accept and am familiar with the duties of being registered agent.

4 
Karen B. Rozar, As its agent