

N960000000099
ALSTON & BIRD

One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-7777

Lynn E. Boren,
Legal Assistant

Direct Dial: 404-881-7893

December 28, 1995

Via Federal Express

Florida Department of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

300001676093
-01/02/96--01128--005
****122.50 ****122.50

Re: Sunshine Convalescent Center, Inc.

Dear Sirs:

The enclosed Articles of Incorporation for Sunshine Convalescent Center, Inc. are presented to your for filing with your office. Please use the additional copy included for date-stamping, and return it to the undersigned using the pre-addressed envelope provided herewith. Our check in the amount of \$122.50 is also enclosed to cover your filing and certified copy fees.

Please feel free to call me with any questions.

Sincerely,

Lynn Boren
Lynn E. Boren,
Legal Assistant

LEB
Enclosures
[AD953620.012]

FILED
96 JAN -2 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3060 Peachtree Rd. N.W.
Ste 1150
Lynn E. Boren GAVE
Principle office
Atlanta, GA 30305
DATE 1/8/96
DOC. EXAM BSB
JAN 8 1996 BSB

ARTICLES OF INCORPORATION
OF
SUNSHINE CONVALESCENT CENTER, INC.

FILED
96 JAN -2 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ONE

Name

The name of the corporation shall be:

Sunshine Convalescent Center, Inc.

TWO

Perpetual Duration

The corporation shall have perpetual duration.

THREE

Nonprofit Corporation and
Charitable Purposes

The corporation shall be a nonprofit corporation under the provisions of the Florida Not-for-Profit Corporation Act, Fla. Stat. Ann. 617.001, 617.2101 (West 1977 & Supp. 1987) (the "Act"). It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, to establish, acquire, own, maintain, and operate nursing homes, hospitals, and related health care facilities, including retirement housing for elderly persons and facilities for the care of the developmentally disabled. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To establish, acquire, own, maintain, operate, and manage nursing homes, hospitals, and related health care facilities, including retirement housing for elderly persons and facilities for the care of the developmentally disabled;

(b) To construct, operate, maintain, improve, buy, own, sell, convey, assign, mortgage, or lease any real property and any personal property necessary or

incident to the acquisition, ownership, maintenance, and operation of nursing homes, hospitals, and related health care facilities and retirement housing for elderly persons and facilities for the care of the developmentally disabled;

(c) To provide nursing and hospital care and other health care services and facilities and housing facilities for elderly persons and facilities for the care of the developmentally disabled;

(d) To accept and receive gifts, grants, contributions, and bequests of real and personal property for the use and benefit of such nursing homes, hospitals, and related health care facilities and retirement housing for elderly persons and facilities for the care of the developmentally disabled;

(e) To hold, invest, reinvest, and expend such funds and properties so received for such purposes;

(f) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and

(g) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

FOUR

Publicly Supported Tax-Exempt Nonprofit Corporation

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but 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 as set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and

operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

FIVE

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(n) of the Internal Revenue Code.

SIX

Members

The sole member of the Corporation shall be RHA/Home Office, Inc., a Tennessee corporation, who in accordance with the Corporation's Bylaws, shall elect the Corporation's Board of Directors.

SEVEN

Initial Board of Directors

The Board of Directors of the corporation serving under these Articles of Incorporation shall consist of seven (7) members, whose names and addresses are set forth below. Each member of such Board of Directors shall serve as a director until his successor has been elected and has qualified.

<u>Name</u>	<u>Address</u>
Bryant G. Coats	<u>PRINCIPLE OFFICE ADDRESS:</u> One Buckhead Plaza 3060 Peachtree Road, N.W. Suite 1150 Atlanta, Georgia 30305
Howard Onkes	1932 N. Druid Hills Road, N.E. Suite 200 Atlanta, Georgia 30319
Robert B. Coats, Jr.	311 Dawnbrook Drive Flat Rock, North Carolina 28731
William P. Walker	224 Quail Lane Lake Martin Dadeville, AL 36853
Chet H. Bradeen	Excele Health Care 79 High Street Eton Windsor, Berkshire, SL 46AF United Kingdom
Charles W. Northcutt III	305 North East Street Dothan, Alabama 36302
James D. Loftin, Jr.	107 Foxbriar Court Dothan, Alabama 36301

EIGHT

Dissolution of Corporation

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets to RHA/Home Office, Inc., provided that that corporation is at the time an organization described in Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the corporation is then located,

exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

NINE

Registered Office and Registered Agent

The registered agent of the corporation, and the registered office of the corporation shall be *CT Corporation System, 1200 S. Pine Island Road, Plantation, FL 33324.*

TEN

Definitions

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ELEVEN

Incorporator

The name and address of the Incorporator is as follows:

Peter M. Wright
Alston & Bird
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

TWELVE

Amendments

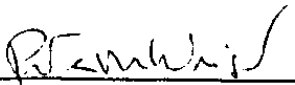
These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.

THIRTEEN

Indemnification

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this paragraph by the members of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

The undersigned has executed these Articles of Incorporation this 28th day of December, 1995.

By: 
Peter M. Wright, Esq.
Incorporator

[Registered agent's acceptance appears on the next page.]

Having been named as registered agent and to receive service of process for the above stated corporation at the place designated in these provisions, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM

Dated December 28, 1995

By: Mary R. Adams
Mary R. Adams, Asst. Secretary
(Name)

FILED
96 JAN -2 PM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000000099
ALSTON & BIRD

One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-7777 Telex: 54-2996

Lynn E. Boren,
Legal Assistant

November 25, 1996

Direct Dial (404) 881-7893

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 323140

100002017691--2
-12/03/96--01064--005
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation of Sunshine Convalescent Center,
Inc.

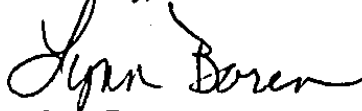
Dear Sirs:

Enclosed are the following:

1. Amendment to Articles of Incorporation (one original and one copy) for filing;
2. Our check in the amount of \$35.00 to cover filing fees; and
3. A pre-addressed envelope in which to forward evidence of filing.

Please feel free to call me with any questions.

Sincerely,



Lynn Boren,
Legal Assistant

Enclosures
AD963230.189

SH 12/6

FILED
96 DEC -2 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 DEC -2 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SUNSHINE CONVALESCENT CENTER, INC.**

The undersigned corporation, for the purpose of amending its Articles of Incorporation, and in accordance with the provisions of the Florida Not-for-Profit Corporation Act, hereby sets forth:

I.

The name of the corporation is *Sunshine Convalescent Center, Inc.*

II.

The following amendment to the Articles of Incorporation was approved and adopted by all of the directors of the corporation by written unanimous consent as of November 18, 1996:

The Articles of Incorporation of the corporation are amended by striking therefrom Article One thereof and by substituting therefor a new Article One to read as follows:

The name of the corporation is RHA/Florida Group Homes, Inc.

III.

There are no members of the corporation required to vote with regard to this amendment. The above amendment received the affirmative vote of all of the directors in office.

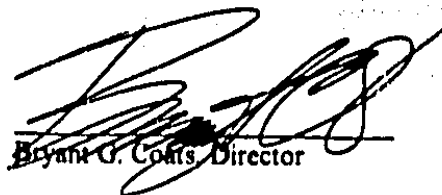
IN WITNESS WHEREOF, the corporation has caused this document to be executed in its name by its President this 18th day of November, 1996.

**SUNSHINE CONVALESCENT
CENTER, INC.**

By: 

Bryant G. Coats, President

Date: November 18, 1996


Bryant G. Coats, Director

Document Number Only

N96000000099

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

200002095172--7

-02/24/97--01019--014

*****35.00 *****35.00

RHA / Florida Dump Hauling, Inc

changing name to

RHA Broomfield Hauling, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Merge

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

2.24.97

N HENDRICKS FEB 24 1997

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
RHA/FLORIDA GROUP HOMES, INC.**

FILED
97 FEB 24 PM 2:41
TALLAHASSEE, FLORIDA

The undersigned corporation, for the purpose of amending its Articles of Incorporation, and in accordance with the provisions of the Florida Not-for-Profit Corporation Act, hereby sets forth:

I.

Article One of the Articles of Incorporation which presently reads "The name of the corporation is RHA/Florida Group Homes, Inc." is hereby deleted in its entirety, and the following Article One is hereby substituted in its place:

The name of the Corporation is RHA Community Homes, Inc.

II.

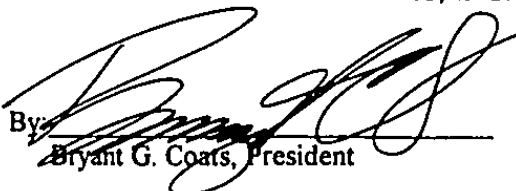
Articles Six and Eight of the Articles of Incorporation are hereby amended by changing the references therein to "RHA/Home Office, Inc." to instead read "Resource Healthcare of America, Inc."

III.

Resource Healthcare of America, Inc. (formerly named RHA/Home Office, Inc.), the sole member of the Corporation entitled to vote with regard to this amendment, has approved those articles of amendment by resolution adopted by the unanimous vote of its board of directors as of February 1, 1997, the number of votes cast for the amendment being sufficient for approval. The board of directors of the Corporation has approved these articles of amendment by resolution adopted by the unanimous vote of its board of directors, adopted as of February 1, 1997, the number of votes cast for the amendment being sufficient for approval.

IN WITNESS WHEREOF, the corporation has caused this document to be executed in its name by its President this 20 day of February, 1997.

RHA/FLORIDA GROUP HOMES, INC.

By: 
Bryant G. Coats, President