N96000001266

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600001730716
-03/04/96--01060--007
****131.25 ****131.25

SUBJECT: Amity of Brooksville, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- [ ] $70.00 Filing Fee
- [ ] $78.75 Filing Fee & Certificate
- [ ] $122.50 Filing Fee & Certified Copy
- [x] $131.25 Filing Fee, Certified Copy & Certificate

FROM: Linda M. Clarke
Name (Printed or typed)

2 South St., Suite 360
Address

Pittsfield, MA 01201
City, State & Zip

(413) 448-2111
Daytime Telephone number

NR

2/7/96

TM

NOTE: Please provide the original and one copy of the articles.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1996

MARY E. CHANDLER
AMITY FELLOWSERVE, INC.
2 SOUTH ST., SUITE 360
PITTSFIELD, MA 01201

The name AMITY OF BROOKSVILLE, INC. has been reserved for 120 days beginning January 23, 1996. The reservation number is R96000000346 and this reservation is **NONRENEWABLE.**

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 596A00002808

ARTICLES OF INCORPORATION

OF

AMITY OF BROOKSVILLE, INC.

A Florida Non-profit Corporation

ARTICLE I

Name

Amity of Brooksville, Inc.

ARTICLE II
Principal place of business and mailing address

2 South St., Suite 360
Pittsfield, MA 01201

ARTICLE III
Purpose(s)

The corporation is incorporated exclusively for charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), particularly to acquire, own, operate, finance or provide financing for retirement communities or other facilities to provide housing and other services to retired, elderly, infirm or those with special needs, and any other charitable activities which may lawfully be undertaken under Florida Statutes, Ch. 617.

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 its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) 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(a) of the Code as an organization described in Section 501 (c) (3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170 (a) of the Code as being to an organization referred to in Section 170 (c) (2) of the Code.

ARTICLE IV
Term

This corporation shall have perpetual existence, commencing with the filing of these Articles by the Department of State.

ARTICLE V
Directors

There shall be three (3) members of the Initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Thomas M. Clarke	2 Gaston Drive	Pittsfield, MA 01201
Lawrence B. Cummings	211 Orange Grove Dr.	Palm Beach, FL 33480
Dr. Stanley Evans	175 Running Hill Rd.	Portland, ME 04106

The method of election of directors shall be stated in the bylaws of the corporation.

ARTICLE VI
Registered Office and Agent

The name and street address of the initial registered agent is:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

ARTICLE VII
Incorporators

The name and residence address of the subscriber of these articles of incorporation is:

Thomas M. Clarke, 2 Gaston Drive, Pittsfield, MA 01201

ARTICLE VIII
Members

The sole member of the corporation shall be Amity Fellowserve, Inc., an Illinois non-profit corporation.

ARTICLE IX

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation to Amity Fellowserve, Inc., the sole member of the corporation, or if Amity Fellowserve, Inc. shall have ceased to exist or no longer qualifies as an organization described in Section 501(c) (3) of the Code at the time of the distribution, or if such disposition is contrary to law, then exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes which at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by the district court of the county in which the corporation's principal office is then located exclusively for the corporation's exempt purposes.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of February 1996.

Signature of Incorporator:

Thomas M. Clarke
Typed name of Incorporator signing

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Amity of Brooksville, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

C T Corporation System
(NAME)

1200 South Pine Island Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles W. Meyer
(SIGNATURE)

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

2/26/96
(DATE)