

N 96000001285

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February 29, 1996

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

Re: BREVARD ALLIANCE CENTER, INC.

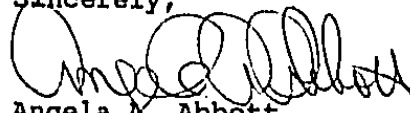
Dear Sir:

Enclosed please find for filing with your office the  
Articles of Incorporation for:

BREVARD ALLIANCE CENTER, INC.

together with a check in the amount of \$70.00 to cover cost of  
filing same.

Sincerely,

  
Angela A. Abbott

AAA:eld  
Enclosures

RECEIVED  
95 MAR -4 PM 2:37  
TALLAHASSEE FL 32301

63 3/7/96

FILED

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STATE  
OF FLORIDA

ARTICLES OF INCORPORATION  
OF

BREVARD ALLIANCE CENTER, INC.

The undersigned natural person, being of lawful age and residency, does hereby execution adopt the following Articles of Incorporation for such corporation pursuant to the Corporations Not For Profit Statute, Chapter 617, State of Florida.

ARTICLE I.

The name of the corporation shall be BREVARD ALLIANCE CENTER, INC. and the address of its principal place of business 213 Harrison Street, Titusville, Florida 32780.

ARTICLE II.

This nonprofit corporation shall have perpetual existence and shall commence existence on the date these Articles are filed with the Secretary of State.

ARTICLE III.

The purposes for which this corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

A. To promote, advance, engage in or assist in the development, and/or operation of, or finance the acquisition and construction of, senior residential facilities.

B. To acquire by gift, lease or purchase, and to sell, convey, assign, mortgage or otherwise encumber any of the property, real or personal, of the corporation necessary or incidental to the provision of such senior residential facilities.

C. To promote the common good and general welfare of the inhabitants within the area served by the corporation.

D. To borrow money and make and issue negotiable and non-negotiable notes, bonds, certificates, debentures and other evidences of indebtedness or obligations which shall be authorized by resolution of the Board of Directors of the corporation and which may bear such date or dates, mature at such time or times, bear interest at such rate or rates not exceeding the legal rate, be in such denomination and form, and be entitled to such priority and lien on the real and personal property of the corporation and the revenues, rates, fees, rentals or other charges or receipts of

the corporation as such resolution or any resolution subsequent thereto may provide. The obligations shall be executed either by manual or facsimile signatures of such officers of the corporation as the Board of Directors shall determine, provided that each such obligation shall bear at least one signature which is manually executed thereon, and any coupons attached thereto shall bear the facsimile signature or signature of such officer or officers as shall be designated by such resolution.

E. To indemnify every person who is or has been a member, officer, or director of the corporation and such persons' heirs and legal representatives where such person is a party or is threatened with being made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, investigative or administrative, including all appeals, by reason of the fact that such person is or was a member, officer or director of the corporation, or is or was serving at the request of the corporation in any capacity, against expenses incurred including attorney's fees, judgment debts, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The determination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, or with respect to any criminal action, suit, or proceeding, that he had no reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification shall be in addition to all rights to which any such director or officer may be entitled as a matter of law.

F. To have all the rights, privileges, powers and immunities available to corporations not for profit under the laws of the state of its incorporation and, anything herein to the contrary notwithstanding, the enumeration herein of the specific objects and purposes of the corporation shall not limit the powers of the corporation to accomplish any approved charitable, scientific or educational purpose within the meaning of Section 501(c) of the IRC and any regulations promulgated thereunder. All of the assets and earnings of the corporation shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

#### ARTICLE IV.

The manner in which the Directors are elected or appointed shall be set forth in the By-Laws of the Corporation which are to be adopted at the initial meeting of the Directors.

#### ARTICLE V.

The names and addresses of the initial Directors of the Corporation shall be:

Robert W. Kirk	213 Harrison Street Titusville, Florida 32780
Jessie D. Kirk	213 Harrison Street Titusville, Florida 32780
Lester Sturtridge	1316 Wilderness Lane Titusville, Florida 32796

#### ARTICLE VI.

The initial registered agent and registered office of this corporation in the State of Florida is Robert W. Kirk, 213 Harrison Street, Titusville, Florida 32780. The Directors may from time to time move the principal office to any other address in Brevard County, Florida.

#### ARTICLE VII.

The names and addresses of the subscribers to these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Robert W. Kirk	213 Harrison Street Titusville, Florida 32780

#### ARTICLE VIII.

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than

reimbursement of reasonable expenses rendered any person employed by the corporation and incurred in carrying out the purposes set forth in Article III hereof.

2. The corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

#### ARTICLE IX.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-laws of the corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

#### ARTICLE X.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

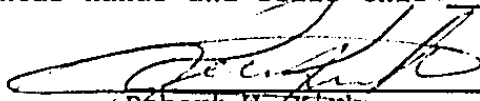
#### ARTICLE XII.

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to one or more other exempt organizations as described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law) and which shall have as its primary purpose those same medical, educational and health care responsibilities as specified in Article III hereof or as then performed by the Board of Directors of the corporation in furtherance of such responsibilities.

ARTICLE XIII.

Each officer, director, employee and agent of the corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

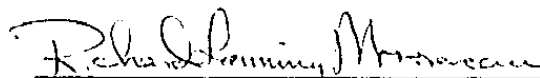
IN WITNESS WHEREOF, the undersigned being the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Corporations Not-for-Profit Statutes, Chapter 617, State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 27 day of February, 1996.

  
Robert W. Kirk

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Robert W. Kirk to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that he executed the same, and he did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of February, 1996.

  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



RICHARD LANNING MERSEREAU  
My Comm Exp. 11/01/97  
Bonded By Service Ins  
No. CC327133  
Notary Public 1100w L.A.

FILED

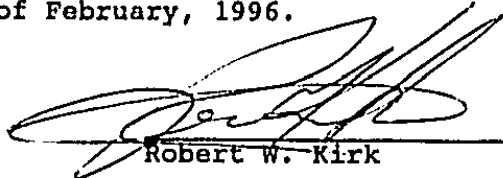
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STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF  
BREVARD ALLIANCE CENTER, INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091, 607.034 and 617.023, the undersigned, as registered agent of BREVARD ALLIANCE CENTER, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the corporation.

The street address of the initial registered office of this corporation is 213 Harrison Street, Titusville, Florida 32780, and the name of the initial registered agent of this corporation at that address is Robert W. Kirk.

DATED this 27 day of February, 1996.

  
Robert W. Kirk

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of BREVARD ALLIANCE CENTER, INC., at the initial registered office of the corporation at 213 Harrison Street, Titusville, Florida 32780.

DATED this 27 day of February, 1996.

  
Robert W. Kirk