



## THE KIRK COMPANIES

213 HARRISON ST. • TITUSVILLE, FLORIDA 32780, USA  
PHONE 407/267-0741 TELEX: 467-8501KIRK CABLE: (KIRK) TITUSVILLE

N960000002173 4/16/96

SECRETARY OF STATE  
Div of Corporations - Non Profit  
The Capitol  
Tallahassee FL 32399

Gentlemen:

Enclosed please find articles of incorporation for BREVARD  
COMMUNITY ALLIANCE, INC., a Florida Not for Profit Corporation.

Also enclosed please find a check for \$70.00.

Sincerely,

Wm. H. Gauldin

100001785721  
-04/18/96--01078--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

APR 22 1996

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FILED  
96 APR 18 PM 12:39  
STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BREVARD COMMUNITY ALLIANCE, INC.,

FILED  
96 APR 18 PM 12:39  
TALLAHASSEE, FLORIDA

The undersigned person, sui juris, does hereby adopt and promulgate these Articles for the above corporation, pursuant to F.S. 617, the Florida Not For Profit Corporation Act.

1. The name of the Corporation shall be: BREVARD COMMUNITY ALLIANCE, INC. The address of its principal place of business shall be 213 Harrison St., Titusville, FL 32780.

2. This nonprofit corporation shall have a perpetual existence and shall commence existence upon filing these Articles with the Secretary of State of the State of Florida.

3. 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, acquisition and/or operation of, or finance the acquisition and construction of low/moderate cost senior care/residential living 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 care/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 nonnegotiable notes, bonds, certificates, debentures and other instruments of debt or obligation which shall be authorized by resolution of the Board of Directors of the Corporation, at lawful conditions and rates of interest and creating lien(s) upon the real or personal property of the corporation, revenues, rates, fees, rentals or other charges or receipts of the corporation as set forth in such resolution or subsequent resolution. Such obligations shall be executed by either 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(s) of such officer(s) as 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 or 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 fees, judgments, 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 reasonably believed by him/her 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/her action was unlawful. The determination of any such action, suit or proceeding by judgment, order or 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 reasonably believing 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/she had a reasonable cause to believe that his/her 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 Florida 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.

4. 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.

5. The names and addresses of the initial Directors of the Corporation are:

R.W. KIRK	213 Harrison St. Titusville FL 32780
JESSIE D. KIRK	213 Harrison St. Titusville FL 32780
LESTER STURTRIDGE	1316 Wilderness Ln. Titusville FL 32796

6 The initial registered agent and registered office street address for the Corporation is: R.W.KIRK, 213 Harrison St., Titusville, FL 32780.

7. The name and address of the subscriber to these Articles is R.W. KIRK, 213 Harrison St., Titusville FL 32780.

8. 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:

A. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributed to its Incorporator, 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 3 hereof.

B. 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 permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or any other corresponding provisions of any future tax law.

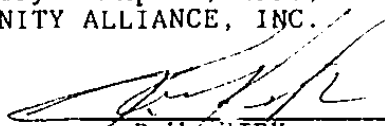
9. That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-Laws of the Corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the Corporation at a meeting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

10. 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 By-Laws at an annual or special meeting of the Directors and the resolution adopted shall be transmitted to the Secretary of State as provided in F.S. 617.

11. 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 exempt organizations as described in Section 501(c)(3) or 170(c)(2), of the IRC, or corresponding successor provisions, and which shall have as its primary purpose the same general care responsibilities as specified in Article 3, hereof, or as then performed by the Board of Directors of the Corporation in furtherance of such responsibilities.

12. 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 F.S. 607.0850 and F.S. 617.0831, as amended from time to time.

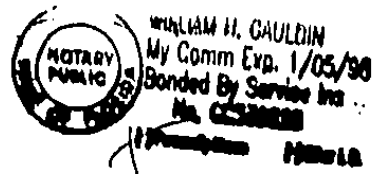
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set hand and seal this 15th day of April, 1996, for the purpose of incorporating BREVARD COMMUNITY ALLIANCE, INC.

  
\_\_\_\_\_  
R.W. IRK

STATE OF FLORIDA  
COUNTY OF BREVARD

Sworn to and acknowledged before me under oath, by R.W. KIRK,  
who acknowledged execution of the foregoing Articles. R.W. KIRK is  
personally known to me. Witness my hand and official seal at  
Titusville, FL on April 15, 1996.

  
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NOTARY PUBLIC



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

The street address of the initial registered office of BREVARD COMMUNITY ALLIANCE, INC., a Florida Not for Profit Corporation, is 213 Harrison Street, Titusville, FL 32780. The initial registered agent at said address is R.W. KIRK.

The undersigned accepts appointment as registered agent for BREVARD COMMUNITY ALLIANCE, INC., a Florida Not for Profit Corporation.

Dated April 15, 1996.

  
R.W. KIRK  
213 Harrison St.  
Titusville FL 32780

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