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ADVENTIST  
HEALTH SYSTEM  
SUNBELT

HEALTHCARE

96 MAY 20 PH 1112

May 24, 1996

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
WINTER PARK, FL 32789-3675

407-617-4400

FEDERAL EXPRESS

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Secretary of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32301

EFFECTIVE DATE

5-24-96

Dear Sir:

RE: South Central Nursing Homes of Zephyr Hills, Inc.

Please find enclosed the Articles of Incorporation for South Central Nursing Homes of Zephyr Hills, Inc. (the "Corporation") together with our check in the amount of \$122.50 (i.e., Articles of Incorporation Fee, Registered Agent Fee and Certified Copy Fee) which we understand is the filing fee for recording the enclosed document.

Please note that the Articles of Incorporation provide that the existence of the Corporation shall commence on May 24, 1996.

Should you have any questions regarding the enclosures, please give us a call.

Sincerely,



T. L. Trimble  
Vice President, Legal Services

TT:tl

Enclosures (2)  
cc: Darin Stewart

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PH  
6/4/96

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ARTICLES OF INCORPORATION  
of

96 MAY 20 PM 11:12

South Central Nursing Homes of Zephyr Hills, SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the U. S. A. acting as  
Incorporator, executes these Articles of Incorporation for the  
purpose of forming, and does hereby form, a not for profit  
corporation pursuant to the Florida Not For Profit Corporation  
Act, as amended, Chapter 617, Florida Statutes, in accordance  
with the following provisions:

EFFECTIVE DATE

5.24-914

ARTICLE I

Name/Address

The name of the Corporation is South Central Nursing Homes of  
Zephyr Hills, Inc. (the "Corporation"). Its principal office and  
mailing address is South Central Nursing Homes of Zephyr Hills,  
Inc., 500 Winderley Place, Suite 115, Maitland, Florida 32751.

ARTICLE II

Purposes/Restrictions

Section 2.1 Purposes. This is a not for profit corporation  
organized for general charitable purposes  
permitted for not for profit corporations that are  
organized under the Florida Not For Profit  
Corporation Act. Specifically, the Corporation is  
organized to own and operate nursing homes. The  
Corporation seeks to improve the quality,  
availability, and cost-effectiveness of health  
care services to the residents of the state of  
Florida. The Corporation may engage in any and

all lawful activities incidental to the foregoing purposes. The Corporation will also have all of the powers conferred upon not for profit corporations under the Florida Not For Profit Corporation Act.

Section 2.2 Restrictions. This Corporation is purely charitable, and none of its properties, real or personal, will benefit any Member, director, officer, or any private shareholder or individual but will ever be used for carrying into effect its general charitable purpose.

No part of the net earnings of the Corporation will inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this Corporation will not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

### ARTICLE III

#### Member

The Corporation shall have one member. The sole member of the Corporation shall be South Central Nursing Homes, Inc. a Kentucky not for profit corporation, or its successor ("Member").

The qualifications and voting rights of the Member will be as set forth in the Bylaws of the Corporation.

## ARTICLE IV

### Duration

The term of existence of the Corporation shall commence on May 24, 1996 and shall thereafter continue on a perpetual basis.

## ARTICLE V

### Initial Directors; Election of Directors

The Member will elect and appoint no fewer than three members of the Board of directors as set forth in the Bylaws for the Corporation. The names and addresses of the initial Board of Directors are as follows:

Henry J. Carubba: Chairman and President  
1672 Sweetwater West Circle  
Apopka, FL 32712

Tim Hoatson: Vice Chairman and Vice President and  
Assistant Secretary  
2127 S. Terrace Boulevard  
Longwood, FL 32779

John Bullock: Secretary and Treasurer  
1383 Lake Francis Drive  
Apopka, FL 32712

## ARTICLE VI

### Registered Office and Resident Agent

The resident agent of the Corporation is T. L. Trimble, Esquire. The street address of the registered office of the Corporation in the state of Florida is:

Adventist Health System Sunbelt  
Healthcare Corporation, Inc.  
111 North Orlando Avenue  
Winter Park, FL 32789-3675

ARTICLE VII  
Dissolution

This Corporation is not organized, nor will it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to private individuals and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this Corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits and net income of this Corporation will ever inure to the benefit of any director, officer or member or to the benefit of any private shareholder or individual. The Board of Directors will adopt a resolution recommending that the Corporation will dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of Members entitled to vote thereon, which may be either an annual or a special meeting. A resolution to dissolve the Corporation will be adopted upon receiving at least two-thirds (2/3) of the votes of the Members at a meeting at which a quorum was present or represented by proxy.

ARTICLE VIII  
Distribution of Assets

The Board of Directors will adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of Members entitled to vote thereon, which may be either an annual or a special meeting. Such plan of distribution will be adopted upon receiving at least two-thirds (2/3) of the votes which Members present at such meeting or represented by proxy are entitled to cast. Upon dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Corporation, and after considering all restrictions, conditions, and limitation on such assets, will be distributed to a corporation organized and operated exclusively for religious and charitable purposes and that is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX  
Incorporator

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
T. L. Trimble	111 N. Orlando Avenue Winter Park, FL 32789-3675

## ARTICLE X

### Bylaws

Section 11.1 Adoption of Bylaws. Bylaws will be adopted by the Board of Directors.

Section 11.2 Amendment of Bylaws. Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act, the bylaws of this Corporation may be made, altered, rescinded, added to or new bylaws may be adopted by following the procedure set forth in the bylaws.

## ARTICLE XI

### Dedication of Assets

The property of this Corporation is permanently and irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this Corporation will ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## ARTICLE XII

### Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation will be proposed by a resolution adopted by the Board of Directors. The proposed amendment will be presented to the Members and will be adopted

# FILED

upon receiving at least two thirds (2/3) of the votes ~~present~~ <sup>at 9:00 AM MAY 20 PM 11:12</sup> Members present at the meeting or represented by proxy are ~~SECRETARY OF STATE~~ <sup>SECRETARY OF STATE</sup> entitled to cast provided a quorum of Members (as defined in the ~~ARTICLES & BYLAWS~~ <sup>ARTICLES & BYLAWS</sup> bylaws) is present.

I, THE UNDERSIGNED, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 24th day of May, 1996.

T. L. Trimble

T. L. Trimble, Esq.  
Incorporator  
Adventist Health System Sunbelt  
Healthcare Corporation, Inc.  
111 North Orlando Avenue  
Winter Park, FL 32789-3675

### Acceptance by Registered Agent

Having been named to accept service of process as the registered agent for the corporation, at the place designated in this Article, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his/her duties.

Dated this 24th day of May, 1996.

By: T. L. Trimble  
T. L. Trimble

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of May, 1996, by T. L. Trimble, who is personally known to me and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24<sup>th</sup> day of May, 1996.

  
Notary Public

My commission expires:



JOWAN HEARN  
MY COMMISSION # CC332296 EXPIRES  
December 18, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

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311 NORTH ORLANDO AVENUE  
WINTER PARK, FL 32789-3673  
407-647-4400

May 31, 1996

FEDERAL EXPRESS

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Secretary of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32301

Dear Sir:

RE: South Central Nursing Homes of Zephyrhills, Inc.

Pursuant to Florida Statutes §617.0124, we have enclosed a corrected set of Articles of Incorporation for South Central Nursing Homes of Zephyrhills, Inc. and the required fee of thirty-five dollars (\$35.00). On May 24, 1996, the original Articles of Incorporation were filed for this company under the incorrectly spelled name of South Central Nursing Homes of Zephyr Hills, Inc. You will note that Zephyrhills should be one word, not two as was originally filed. Please file these corrected Articles of Incorporation. Additionally, the registered agent was incorrectly listed as T.L. Trimble. The correct registered agent is J. Darin Stewart. As was the case with the original articles of incorporation, these corrected articles shall commence on May 24, 1996.

Please call if you have any questions.

Sincerely,

*J. Darin Stewart*

J. Darin Stewart  
Staff Attorney

DS:ds

Enclosure

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96 JUN -4 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

KRC  
Part of Correction  
6/12

ARTICLES OF CORRECTION  
of  
South Central Nursing Homes of Zephyrhills, Inc.

1. On May 24, 1996, the original articles of incorporation were filed for this company under the incorrectly spelled name of South Central Nursing Homes of Zephyr Hills, Inc. You will note that Zephyrhills should be one word, not two as was originally filed. Please correct the name to be "South Central Nursing Homes of Zephyrhills, Inc."
2. On the original articles of incorporation filed on (and to be effective on) May 24, 1996, the registered agent was incorrectly listed as T.L. Trimble. Please correct this to be J. Darin Stewart (the address will not change).

Pursuant to Florida Statutes §617.0124, we have enclosed a corrected set of Articles of Incorporation for South Central Nursing Homes of Zephyrhills, Inc. As was the case with the original set, the corporation's existence shall commence on May 24, 1996.

I, THE UNDERSIGNED, being the incorporator of this Corporation, have executed the Articles of Correction this 3rd day of June, 19 96.



J. Darin Stewart, Esq.  
Incorporator  
Adventist Health System  
Sunbelt Healthcare  
Corporation, Inc.  
111 North Orlando Avenue  
Winter Park, FL 32789-3675

96 JUN-4 AMT:17  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

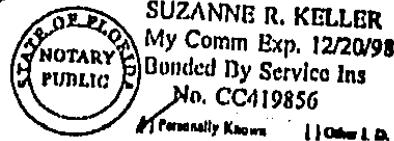
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
3rd day of June, 1996, by J. Darin  
Stewart, who is personally known to me and who did not take  
an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 3rd day of June, 1996.

*Suzanne R. Keller*  
Notary Public

My commission expires: 12-20-98



ARTICLES OF INCORPORATION  
of  
South Central Nursing Homes of Zephyrhills, Inc.

The undersigned, a citizen of the U. S. A. acting as Incorporator, executes these Articles of Incorporation for the purpose of forming, and does hereby form, a not for profit corporation pursuant to the Florida Not For Profit Corporation Act, as amended, Chapter 617, Florida Statutes, in accordance with the following provisions:

ARTICLE I  
Name/Address

The name of the Corporation is South Central Nursing Homes of Zephyrhills, Inc. (the "Corporation"). Its principal office and mailing address is South Central Nursing Homes of Zephyrhills, Inc., 500 Winderley Place, Suite 115, Maitland, Florida 32751.

ARTICLE II  
Purposes/Restrictions

Section 2.1 Purposes. This is a not for profit corporation organized for general charitable purposes permitted for not for profit corporations that are organized under the Florida Not For Profit Corporation Act. Specifically, the Corporation is organized to own and operate nursing homes. The Corporation seeks to improve the quality, availability, and cost-effectiveness of health care services to the residents of the state of

Florida. The Corporation may engage in any and all lawful activities incidental to the foregoing purposes. The Corporation will also have all of the powers conferred upon not for profit corporations under the Florida Not For Profit Corporation Act.

Section 2.2

Restrictions. This Corporation is purely charitable, and none of its properties, real or personal, will benefit any Member, director, officer, or any private shareholder or individual but will ever be used for carrying into effect its general charitable purpose.

No part of the net earnings of the Corporation will inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this Corporation will not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

### ARTICLE III

#### Member

The Corporation shall have one member. The sole member of the Corporation shall be South Central Nursing Homes, Inc. a Kentucky not for profit corporation, or its successor ("Member").

The qualifications and voting rights of the Member will be as set forth in the Bylaws of the Corporation.

## ARTICLE IV

### Duration

The term of existence of the Corporation shall commence on May 24, 1996 and shall thereafter continue on a perpetual basis.

## ARTICLE V

### Initial Directors; Election of Directors

The Member will elect and appoint no fewer than three members of the Board of directors as set forth in the Bylaws for the Corporation. The names and addresses of the initial Board of Directors are as follows:

Henry J. Carubba: Chairman and President  
1672 Sweetwater West Circle  
Apopka, FL 32712

Tim Hoatson: Vice Chairman and Vice President and  
Assistant Secretary  
2127 S. Terrace Boulevard  
Longwood, FL 32779

John Bullock: Secretary and Treasurer  
1383 Lake Francis Drive  
Apopka, FL 32712

## ARTICLE VI

### Registered Office and Resident Agent

The resident agent of the Corporation is J. Darin Stewart, Esquire. The street address of the registered office of the Corporation in the state of Florida is:

Adventist Health System Sunbelt  
Healthcare Corporation, Inc.  
111 North Orlando Avenue  
Winter Park, FL 32789-3675

**ARTICLE VII**  
**Dissolution**

This Corporation is not organized, nor will it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to private individuals and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this Corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits and net income of this Corporation will ever inure to the benefit of any director, officer or member or to the benefit of any private shareholder or individual. The Board of Directors will adopt a resolution recommending that the Corporation will dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of Members entitled to vote thereon, which may be either an annual or a special meeting. A resolution to dissolve the Corporation will be adopted upon receiving at least two-thirds (2/3) of the votes of the Members at a meeting at which a quorum was present or represented by proxy.

ARTICLE VIII  
Distribution of Assets

The Board of Directors will adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of Members entitled to vote thereon, which may be either an annual or a special meeting. Such plan of distribution will be adopted upon receiving at least two-thirds (2/3) of the votes which Members present at such meeting or represented by proxy are entitled to cast. Upon dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Corporation, and after considering all restrictions, conditions, and limitation on such assets, will be distributed to a corporation organized and operated exclusively for religious and charitable purposes and that is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX  
Incorporator

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
J. Darin Stewart	111 N. Orlando Avenue Winter Park, FL 32789-3675

ARTICLE X

Bylaws

Section 11.1 Adoption of Bylaws. Bylaws will be adopted by the Board of Directors.

Section 11.2 Amendment of Bylaws. Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act, the bylaws of this Corporation may be made, altered, rescinded, added to or new bylaws may be adopted by following the procedure set forth in the bylaws.

ARTICLE XI

Dedication of Assets

The property of this Corporation is permanently and irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this Corporation will ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

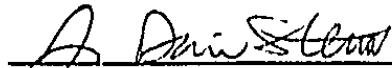
ARTICLE XII

Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation will be proposed by a resolution adopted by the Board of Directors. The proposed amendment will be presented to the Members and will be adopted

upon receiving at least two thirds (2/3) of the votes which Members present at the meeting or represented by proxy are entitled to cast provided a quorum of Members (as defined in the bylaws) is present.

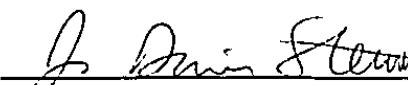
I, THE UNDERSIGNED, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 3rd day of June, 1996.

  
J. Darin Stewart, Esq.  
Incorporator  
Adventist Health System Sunbelt  
Healthcare Corporation, Inc.  
111 North Orlando Avenue  
Winter Park, FL 32789-3675

Acceptance by Registered Agent

Having been named to accept service of process as the registered agent for the corporation, at the place designated in this Article, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his/her duties.

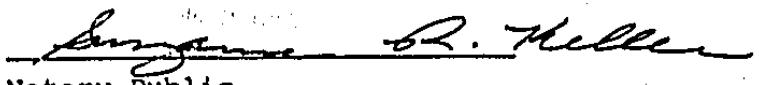
Dated this 3rd day of June, 1996.

By:   
J. Darin Stewart

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of June, 1996, by J. Darin Stewart, who is personally known to me and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of June, 1996.

  
Suzanne R. Keller  
Notary Public

My commission expires: 12/20/98

lt:\legal\shcc\scnh1\zephyr\artsen.doc  
060396



SUZANNE R. KELLER  
My Comm Exp. 12/20/98  
Bonded By Service Ins.  
No. CC419856

Personally Known    Other I.D.