

1201 HAYS STREET
TALLAHASSEE, FL 32301-2001
904-225-9000
904-225-9000 FAX

800-342-8086

N96000004050



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 040971 1579E

AUTHORIZATION :

Patricia Pyrite

COST LIMIT : \$ 122.50

ORDER DATE : August 2, 1996

ORDER TIME : 9:16 AM

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ORDER NO. : 040971

CUSTOMER NO: 1579E

CUSTOMER: Ms. Sherry Logsdon
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

DOMESTIC FILING

NAME: ALAFIA VILLAGE, INC.

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

cr
8/2/96

FILED
OFFICE OF STATE
CORPORATIONS
96 AUG -2 PM 12:10

ARTICLES OF INCORPORATION

OF

ALAFIA VILLAGE, INC.

FILED
CLERK OF STATE
CORPORATIONS

96 AUG -2 PM 12:10

The undersigned, natural person of the age of eighteen (18) years of more acting as incorporator of a Corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

Name

The name of the Corporation is ALAFIA VILLAGE, INC.

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the Corporation's purposes shall include the ownership and operation of an adult congregate living center.

Notwithstanding any other provisions of these Articles of Incorporation, 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(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IV Members

The sole member of Corporation shall be TAMPA BAY CHRISTIAN CENTER, INC.

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ARTICLE V
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be four (4); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-laws, but the number of Directors shall not be less than three (3).

ARTICLE VI
Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI.

ARTICLE VII
Amendment

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

ARTICLE VIII
Miscellaneous

(1) Registered Agent and office. The name and address of the initial registered agent of the Corporation is David K. Blomgren, and his address is 3920 South Kings Avenue, Brandon, Florida 33511.

(2) Mailing Address. The mailing address in Florida of the principal office of the Corporation is 3920 South Kings Avenue, Brandon, Florida 33511.

(3) Initial Board of Directors. The names and addresses of the persons constituting the initial Board of Directors are:

David K. Blomgren

3920 South Kings Avenue
Brandon, Florida 33511

Kent Davis

3920 South Kings Avenue
Brandon, Florida 33511

Jim Heldreth

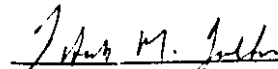
3920 South Kings Avenue
Brandon, Florida 33511

Alan Desario

3920 South Kings Avenue
Brandon, Florida 33511

(4) Incorporator. The name and address of the incorporator is Vitauts M. Gulbis, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of August, 1996



Vitauts M. Gulbis, Incorporator

LED
Y OF STATE
BATIONS

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

96 JUL -2 PM 12:10

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VIII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that s/he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 31 day of July, 1996.

David K. Blomgren
David K. Blomgren
(Print Name)