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PRINCETON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 194871 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 19, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 194871-005

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
SMITH, HULSEY & BUSEY

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*****70.00 *****70.00

225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

DOMESTIC FILING

NAME: WESLEY WOODS, INCORPORATED

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
96 DEC 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 19 AM 10:29
DIVISION OF CORPORATION

12-19-96
KR

ARTICLES OF INCORPORATION
OF
WESLEY WOODS, INCORPORATED

FILED
96 DEC 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Wesley Woods, Incorporated.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 25 State Road 13, Jacksonville, Florida 32259.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate without regard to race, age, sex or national origin;

(c) To establish, own, lease, manage and otherwise operate health care, nursing home and related facilities;

(d) To exercise all of the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in the furtherance of any of the powers hereinabove enumerated that are not in derogation of the laws of the State of Florida; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or any additions or amendments thereto; and

(e) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV - POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI - MEMBERS

Jacksonville Methodist Home, Inc. shall be the sole Member of the Corporation.

ARTICLE VII - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members or such other number as hereafter required by Section 617.0803, Florida Statutes, or any subsequent statute regarding the number of directors of a not for profit corporation. The method of

election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VIII- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

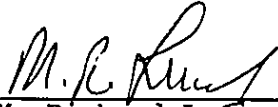
ARTICLE X - AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation of the Corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation or pursuant to a resolution approved by a majority of the Directors.

ARTICLE XI - BYLAWS

The Board of Directors shall provide the Bylaws for the conduct of its business as the Board of Directors may deem necessary from time to time. Such Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors present at any regular meeting or special meeting that is called for that purpose.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of December, 1996.



M. Richard Lewis, Jr.
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, Wesley Woods, Incorporated, 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 Wesley Woods, Incorporated.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND SMITH HULSEY & BUSEY IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. R. Lewis, Jr.
Its Vice-President
M. Richard Lewis, Jr.
Date: December 18, 1996

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96 DEC 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA