

Division of Corporations

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N9700000/224

Florida Department of State
Division of Corporations
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Account Number : 071670002600
Phone : (941) 364-2409
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BASIC AMENDMENT

CONTINUING CARE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 1999

CONTINUING CARE, INC.
3600 WM PENN WAY
VENICE, FL 34293US

SUBJECT: CONTINUING CARE, INC.
REF: N97000001224

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Karen Gibson
Corporate Specialist

FAX Aud. #: H99000017611
Letter Number: 299A00036976

FAX AUDIT #H99-17611

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONTINUING CARE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, this Florida corporation, desiring to amend and restate its Articles of Incorporation in their entirety which were filed on March 4, 1997, does certify as follows:

"Article 1. Name. The name of the Corporation is:

Continuing Care, Inc.

Article 2. Mailing Address. The principal office and mailing address of the Corporation is:

3600 William Penn Way
Venice, Florida 34293

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purposes.

(A) The purposes for which this corporation is formed are exclusively religious, benevolent, educational, and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax law (the "Code"), and the business and the objects to be carried on and promoted by it are as follows:

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty. Bar #0436879

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- (1) To provide elderly families, elderly persons, and handicapped persons housing and related facilities and services specially designed to meet the physical, social, psychological, economic and spiritual needs of the aged and contribute to their health, financial security, happiness and usefulness in longer living.
- (2) To plan, construct, operate, maintain, and improve housing and related facilities and services for elderly families and elderly persons.
- (3) To acquire by gift or purchase, hold, sell, convey, assign, mortgage, or lease any property, real or personal, necessary or incident to the provision of housing and related facilities and services for elderly families and elderly persons.
- (4) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed or trust, or other lien.
- (5) To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the nonprofit purposes of the Corporation.
- (6) To conduct educational or scientific research on a nonprofit basis and to cooperate with foundations, educational institutions, and research centers in promoting same, with the aim of increasing the public knowledge and enhancing life in our society.
- (7) To foster and encourage spiritual life and to bring the human spirit into intimate relation with the Divine Spirit, to provide definite, organized opportunity for the

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development of spiritual values and for the renewal of our strength in accordance with the generally accepted faith and practice of the Religious Society of Friends.

(8) To provide any of the above services or support to any Quaker related organization or organization whose purposes are not otherwise inconsistent with these Amended and Restated Articles of Incorporation.

(B) The Corporation may also engage in such other charitable and educational activities within the meaning of Section 501(c)(3) of the Code, generally related to or in furtherance of the above purposes.

Article 5. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The Corporation shall not distribute any part of its income to its members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered in furtherance of the purposes set forth in Article 4 hereof.

No substantial part of the activities of the Corporation 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 any candidate for public office. Notwithstanding any other provision of these Articles, the

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Corporation shall 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon the dissolution of the Corporation, assets shall be distributed, subject to the Order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described under Section 501(c)(3) of the Code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

Article 6. Members. The qualification for and manner of admission of members shall be regulated by the Bylaws.

Article 7. Election of Directors. The method of election of directors shall be regulated by the Bylaws.

Article 8. Registered Office and Agent. The street address of the Registered Office of the Corporation is 720 South Orange Avenue, Sarasota, Florida 34236, and the name of its Registered Agent at that address is David M. Silberstein.

Article 9. Bylaws. The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors or the members in the manner provided by the Bylaws.

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Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law."

These Amended and Restated Articles of Incorporation were approved by the Members of the Corporation on July 19, 1999. The number of votes cast for the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 19th day of July, 1999.


HERBERT E. HALLMAN Vice Chairman

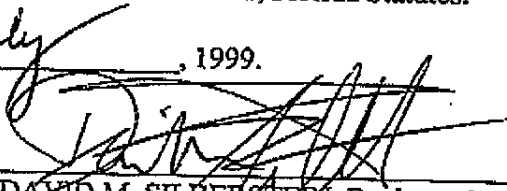
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Continuing Care, Inc. which is contained in the foregoing Amended and Restated Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 19 day of July, 1999.



DAVID M. SILBERSTEIN, Registered Agent

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