

N970000001224

Board of Directors:

William R. Martin, Chairman, Quaker
Mary Boyd, Vice Chairman, Pastor Ch of Brethren
Henry Hargas, Treasurer, Clerk Sarasota Friends
Ann Bradley, Board Member Campus Crusade
Wayne Root, Board Member Campus Crusade
Brenda Johannes, Member Ch of the Brethren
Matthew Johannes, Member Ch of the Brethren
Kathleen Leininger, Member, Ch of the Brethren
Verne Leininger, Member, Ch of the Brethren
John Long, Pastor, Blacksburg Ch of the Brethren
Jan Long, Asst Pst, Church of the Brethren
Alice Long Martin, Quaker & Brethren
Kenneth Paul Martin, Quaker

plus three more to be appointed from
each the Sarasota Friends Church and the Venice
Church of the brethren

Continuing Care, Inc.

A Florida Not for Profit Religious Corporation

3650 Cadbury Circle

Venice, FL 34293

a/k/a Venice Friends' Fellowship

941/408-0678

(Fax) 941-408-9290

(Cell) 941-586-7312

**A Christian Corporation dedicated
to unity between the Church of the
Brethren and the Society of Friends.**

April 21, 2000

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Sir or Madam:

We are enclosing herewith **AMENDED AND RESTATED ARTICLES OF INCORPORATION** for **CONTINUING CARE, INC.** This is a corporation which was converted without the official approval of the stockholders and the stockholders have now agreed to the following documents and have directed the board to take action against those attempting to control the corporation and who signed false documents in violation of FS 617.0129 (a second degree misdemeanor).

Please send us a new Annual Report as we must file that also.

Our check in the amount of \$35.00 is enclosed. Please stamp one copy and return to us for our files. Affidavits are on file in the Sarasota County Court from all of the previous stockholders attesting to their claim of fraud and the fact that they did not consent in accordance with law and that Counsel took it upon himself to expedite matters which did not meet with the stockholders approval. In addition certain criminal acts have been taken in the name of the corporation during the past year including probable embezzlement by the acting Treasurer in what appears to be a criminal violation of the Florida Statutes.

This is being submitted under seal and affirmed before a notary public. Claims against those are pending in several law suits in Sarasota County Courts and will be pursued vigorously but we believe it is up to your office to prosecute for criminal activities in signing and delivering to your office false statements signed by Herbert Hallman and Richard LeRoy that they were stockholders whereas the records clearly show they were not. Action should also be taken against Attorney Nick Roknich of Sarasota.

Very truly yours,

William R. Martin

Spayne
called
we do not
investigate
Amended
** restated*

enclosure: Two original copies of Amended and Restated Articles of Incorporation (11 pages)
Check for \$35.00. (Please send form to amend Annual Report)

wants principal address changed 5/4/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -4 AM 9:58

FILED

Amended and Restated
ARTICLES OF INCORPORATION
OF

FILED

00 MAY -4 AM 9: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTINUING CARE, INC.

A not for profit Florida Corporation
BACKGROUND AND REASONS FOR THESE RESTATED AMENDMENTS

This corporation was originally formed under Chapter 607 as a for profit corporation by members of the William R. Martin family, an active member of the Religious Society of Friends and subsequently qualified to do business in several states. In late 1996 there were discussions to donate this corporation to a Quaker entity and counsel undertook to carry it through the courts to convert it. However in doing so, several significant errors were made. Counsel had Herbert Hallman and George R. LeRoy sign as stockholders whereby they were never stockholders. These signatures apparently violated Florida statutes 617.0129. Counsel never followed up to memorialize the conditions of the gift which provided that the chairman, William R. Martin should remain chairman so long as he desired nor did counsel follow up to actually secure or transfer the stock. In fact several of the stockholders never knew this occurred. The stockholders consequently met, after this was disclosed by counsel and reaffirmed their desire to make this a charitable-religious corporation and approved a revised charter. Furthermore, during this period, the acting and illegal Treasurer, George R. LeRoy misappropriated funds from the corporation by writing \$16,600 in checks from corporate funds to his nephew Willis Schmidt without authorization. There are suspicions of other wrongdoing. It is for this and other reasons that the stockholders, acting on advice, now file these amended Articles of Incorporation and pledge to donate their stock as soon as the new officers are in place or as new counsel directs. The corporation was officially converted from a 607 corporation to a 617 corporation in January 1997 and the IRS has subsequently granted it status as a 501-c3 religious corporation. Furthermore, the acting directors gave away without consideration approximately \$1,000,000 in real estate which should have funded an assistance fund, to secure a loan for Friends Housing and Care, Inc. at 22% interest plus \$10,000,000 in corporate profits which is believed to be in violation of the usury laws of Florida and in violation of the Internal Revenue Code. This section including the next paragraph shall self destruct as soon as the board so directs and any litigation is completed.

Furthermore, on or about July 19, 1999, Herbert Hallman, without authority and without legal authority filed false amendments to the Charter and Bylaws as he had been specifically notified that he was not a member of the board and his participation violated the conditions of the gift of the corporation which were never completed or memorialized. Consequently, the donors of this corporation, now completing their gift, renounce any changes made and direct the officers to take all appropriate legal action to recover for any damages committed including any punitive damages as may be allowed by Florida Law, specifically FS 768.73 for negligence, strict liability, misconduct in commercial transactions professional liability, breach of warranty, and involving willful, wanton, or gross misconduct as well as the specific provisions of the Non Profit code permitting conversions which provide that any false statements to the Court or the Secretary of State are second degree misdemeanors. The Board shall cooperate with all legal authorities as may be necessary and counsel to prosecute any criminal actions and to recover for all damages encountered all of which shall be for religious purposes and charity which is part of a religious purpose.

ARTICLE I - NAME

The name of the corporation shall be:

CONTINUING CARE, INC.

ARTICLE II - PURPOSES OF THE CORPORATION

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 the United States of America, and the business and the objects to be carried on and promoted by it, are as follows:

A: The principal purpose of this corporation shall be religious, to conduct religious services according to the principles and practices of the Christian branch of the Religious Society of Friends and of the Church of the Brethren. It specifically excludes the branch of the Religious Society of Friends who do not affirm Christ and the Scriptures including that group known as Friends General Conference. The Church of the Brethren and the Religious Society of Friends have been working together in numerous ways and have recently established a joint seminary in Richmond, Indiana; publish and utilize the same Sunday School and educational materials and the belief system differs only in that the Church of the Brethren practices the physical sacraments while the Religious Society of Friends consider them symbols and do not feel the need to practice them physically. The fundamental beliefs are similar in that both are so-called Peace Churches, relying heavily on the Sermon on the Mount for their religious theology. In addition, and is the custom; this church shall also engage in the following of which the Religious Society of Friends has been rated the number one provider (best) in the United States and the Church of the Brethren have been rated the second best provider in the United States. These services are all rendered out of a spiritual concern to carry out the theology as expressed by Christ in the Sermon on the Mount.

Additionally, this Church shall conduct joint services initially between the Venice Church of the Brethren and the Sarasota Friends Church and may extend its mission as the Board of Directors see fit. No person shall serve on this board unless the member subscribes to the principles stated herein and specifically subscribes to the Faith and Practice of either the Friends United Meeting (Richmond, Indiana), the Evangelical Friends International (Denver, Colorado), the Conservative Friends which maintain a strong Christian basis or subscribe to the tenets and beliefs of the national Church of the Brethren headquartered in Elgin, Illinois.

Further the corporation is authorized to in accordance with its policy of following Christ's admonitions to serve one another::

- (a) 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.
- (b) To plan, construct, operate, maintain, and improve housing and related facilities and services for elderly families and elderly persons.
- (c) 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 religious purposes for both groups and/or for elderly families and elderly persons.
- (d) 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.
- (e) 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 non-profit purposes of the corporation.
- (f) To conduct educational or scientific research on a non-profit 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.

- (g) 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 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 including specifically to oversee the Venice Friends Fellowship in accordance with its Faith and Practice and the Venice Church of the Brethren..
- (h) To provide any of the above services or support to any Quaker or Church of the Brethren related organization or organization whose purposes are not otherwise inconsistent with this Charter.
- (I) To provide such mission support whether officially connected with the Church of the Brethren or the Religious Society of Friends or not, as is appropriate and to provide for the assistance of needy missionaries both while in the mission field and after their retirement, so long as they subscribe to the fundamental belief systems of this church..
- (J) The corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is attributable to, or inures to the benefit of its Directors except reasonable compensation for services actually rendered by an officer. All officers shall be employees of the corporation and shall receive One Dollar per year. If they are active officers the Board may decide to reimburse their medical expenses subject to certain limits as determined by the Board. The Corporation renounces all actions taken during the past year by the acting officers in dereliction of their fiduciary duties (See special provision above) unless the Board specifically ratifies such action within sixty days of the filing of these amended Articles.. 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.

Special: The directors shall take all reasonable steps to recover all funds inappropriately paid out or improperly distributed to recover the full value of the corporation through whatever means are appropriate including any legal means.

ARTICLE III - MEMBERSHIP

The initial membership of the corporation shall consist of the following persons:

William R. Martin	3650 Cadbury Circle	Venice, FL 34293	941-408-0678 (recorded minister in Friends)
Alice Long Martin	3650 Cadbury Circle	Venice, FL 34293	941-408-0678 - Member Church of Brethren
Mary Boyd	3662 Cadbury Circle	Venice, FL 34293	941-474-2403 Pastor, Venice Church of the Brethren
Wayne Root	Brandon, FL		813-681-1188 Pastor, Sarasota Friends Church
Hank Hargas	104 Monet	Nokomis, FL	941-966-5938 Clerk, Sarasota Friends Church
Ann Bradley	Durban, South Africa		Campus Crusade for Christ
Alistair Bradley	Durban, South Africa		Campus Crusade for Christ
John Long	417 Ridgeview Drive,	Blacksburg, Va	540-951-8937 Pastor, Blacksburg, Va. Church of the Brethren
Jan Long	417 Ridgeview Dr,	Blacksburg, Va.	Associate Pastor, Blacksburg, Va.

Church of the Brethren

Kenneth Paul Martin	PO Box 8084	State College, PA	814-237-3803	Valley Friends Meeting, Valley Forge, PA.
Brenda J. Johannes	3308 Pansy Road,	Clarksville, OH 45113	937-289-1009	Beaver Creek (Ohio) Church of the Brethren
Matthew Johannes	same as above			Beaver Creek (Ohio) Church of the Brethren
Kathleen A. Leininger	19338 Mechansville Rd.,	Timberville, Va	540-896-7584	Timberville, VA Church of the Brethren
Verne Leininger,	same as above		Timberville, Va.	Church of the Brethren

In addition the Venice Church of the Brethren shall appoint 3 additional members as soon as possible and the Sarasota Friends Church shall appoint three additional members as soon as possible.

Successors to the above named members and other persons who are interested in the purposes of this corporation and who are qualified in carrying out its purposes may be elected as members of the corporation by decision vote of the Board of Directors or the corporation, in the manner, at the times and for the life terms as provided in the By-Laws or until they decide that they are no longer able to serve or become disabled or no longer meet the religious test as proscribed herein.

ARTICLE IV, TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE V. NAMES AND ADDRESSES OF SUBSCRIBERS

William R. Martin	Pastor Mary Boyd	Henry Hargas
3650 Cadbury Circle	3663 Cadbury Circle	104 Monet
Venice, FL 34293	Venice, FL 34293	Nokomis, FL

To carry out Continuing Care, Inc.'s mission responsibly, individuals with a wide variety of interests and abilities are needed, including, but not limited to the following: finance, law, management, real estate, public relations, fund raising, insurance, construction/plant management, church/spiritual relations, medical, field of aging, community and government relations, nursing and teaching. Genuine spiritual commitment to this particular ministry is of vital importance.

Directors need a good balance of members who are willing to participate as team members seeking consensus as opposed to fostering a climate of dissension; and who are willing to serve on various committees and where necessary to assume leadership roles.

Directors are expected to attend Board and committee meetings; members who fail to attend three consecutive board meetings without an excused absence will be dropped from the Board.

ARTICLE VI OFFICERS OF THE BOARD

The affairs of this corporation shall be managed by the Board of Directors to consist of the number of persons and to be selected in the manner as more particularly set forth in Article VII hereof. The officers of the Corporation shall be the Chairperson, one or more Vice Chairpersons, as provided in the By-Laws, a Secretary and a Treasurer, all of whom shall be selected by the Board of Directors from among the members of the Board of Directors at the time and in the manner as is provided in the Bylaws. The office of Secretary

and Treasurer may be combined and held by the same individual. The Board of Directors may elect an Assistant Secretary and Assistant Treasurer, or both, neither of whom would need to be a member of the Board of Directors. All officers shall hold such terms as provided in this charter and in the By laws. Not less than a majority of the officers All the members of the Corporation shall be a member in good standing of the Christian Religious Society of Friends or the Church of the Brethren.

A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board may be called by the Chair. Written notice of all regular and special meetings shall be mailed, faxed, or e-mailed to each Director at least to reach him at least three (3) days in advance except that in case of an emergency notice may be served in writing or by telephone, electronically, or telegraph at least twelve (12) hours in advance of the meeting. A special meeting shall be called by the Chair upon the written request of any two (2) Directors, at which meeting only the specific subjects for the called meeting shall be acted upon. Directors who can't be present in person may participate by electronic means.

This corporation is organized under section 617 of the Florida Statutes and is specifically exempt from certain provisions of the Florida Statute in accordance with FS 617.2103 and in accordance with the US Constitution is subject primarily to church law. Normal provisions in the Florida law which provide for removal of members or otherwise provide for a majority vote are null and void and are in violation of the Constitutional rights of a church as well as being specifically exempt by state and federal law. Should any disputes arise, all disputes must be settled by Christian arbitration and if necessary by Peacemakers, Inc. from Billings, Montana.

ARTICLE VII Worship services

Worship services shall be provided to meet the needs of Friends and Brethren from all backgrounds including those who prefer to worship in silence and those who prefer pastoral leadership so long as the service is Christian.

The congregation may call a Pastor and shall review the Pastor's standing at least once a year, and shall set appropriate goals for the forthcoming year.

The members may recommend members for recording as ministers to the Board of Directors who shall have the final determination.

Article VIII OFFICERS AND THEIR ELECTION

(B). The Board of Directors may appoint to serve at their pleasure an executive officer and such other administrative officers as it shall see fit, with such titles, duties, compensation and other emoluments as the Board may fix from time to time.

(C). The Chair of the Board of Directors shall be the chief executive officer of the Corporation and shall preside at meetings of the Board of Directors and the Executive Committee. The Chair shall see that the objectives and policies of the Corporation and orders of the Board of Directors or the Executive Committee are complied with and properly executed. The Chair shall perform such other duties as normally pertain to that office.

(D). The Vice Chair, in the absence of the Chair or his/her declination or inability to act, or upon his/her request, may exercise and have all the powers and duties with relation to the Corporation as the Chair, and shall perform such other duties as may be assigned to him/her from time to time by the Chair or the Board of Directors.

(E). The Secretary shall keep minutes of all meetings of the Board of Directors and the Executive Committee. He/she shall see that proper notices are given of all meetings. He/she shall be the custodian of the corporate records and of the seal of the Corporation, and shall affix and attest the seal of the Corporation to all appropriate documents that have been authorized in accordance with the provisions of these By-Laws; provided, however, the Chair or Vice Chair of the Corporation acting alone may, when specifically authorized by the Board of Directors, execute, seal and deliver any notes, contracts or other documents for and in the name of the Corporation. The Secretary shall in general perform all duties usually incident to that office.

(F) The Treasurer shall have general supervision of the financial affairs of the Corporation and shall perform the duties usually incident to this office and such other duties as may be delegated to him/her from time to time by the Board of Directors.

2. Election. (A) There shall be a Nominating Committee composed of up to five members selected by the Business Meeting of the Venice Friends Fellowship in September. At the first such meeting, the Venice Friends Fellowship may nominate as many persons as they wish as the final selection will be made by the Board of Directors. Once the membership is up to fifty members, the members of the Venice Friends Fellowship shall nominate and elect the Board of Directors (except for those members who serve by position).

(B) The Nominating Committee shall nominate an eligible member for each office to be filled and report its nominees to the Board of Directors ten days prior to the annual meeting. The Nominating Committee shall also make recommendations for membership on all committees beginning with the first annual meeting after the organizational meeting.

(C). Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Article VII ARTICLE IV - TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

Article VIII

BINDING RULES CONSISTENT WITH RELIGIOUS SOCIETY OF FRIENDS and THE CHURCH OF THE BRETHREN.

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial and nonpartisan. It shall provide services to persons without regard to race, creed, or national origin and shall strive to provide a community that is genuinely inclusive and non-discriminatory based on the principles of the Christian religion as interpreted by the above Friends and Brethren groups. It reserves the right to give preference to those who adhere to the belief system of this corporation.

2. The Corporation shall be governed by the principles of the Religious Society of Friends (Quakers - such as those persons from Friends' United Meeting, Friends' General Conference (but only if they are Christian groups and individually subscribe to the Faith and Practice, Evangelical Friends' International, the Church of the Brethren or other established Christian Quaker and Brethren groups) in carrying out its work N.. The Corporation shall be an independent entity but 75% of the governing board must be members in good standing of the Religious Society of Friends, OR members of the Church of the Brethren and be Christians or, in as much as the Mennonite Church hold similar views, up to one third of the required membership may be from those similar churches so long as the members are in substantial agreement with the purposes and Faith

and Practice. Initially, members of the Sarasota Friends Church and the Venice Church of the Brethren shall be the initial members. Until the membership reaches a minimum of 50 members, the Governing Board shall be self-perpetuating. Once the membership reaches fifty with at least half full or dual members, any new appointments to the governing board shall be elected or chosen by the membership..

3. The name of the Corporation or the name of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

4. An endowment fund shall be established for the purpose of providing assistance to needy persons or for such other needs of needy members and other deserving Christians but may not make contributions to any organization that the Internal Revenue Service does not recognize as a 501-c-3 corporation, or church, and permits donors to make a tax deductible gift

5. Rules of Procedure: In all decisions, unity shall be achieved if possible. Under normal circumstances no decision shall be made unless all members agree or agree to stand aside. Only when an issue is an absolute emergency or a decision cannot wait may the Chair or Clerk ask if the Meeting/Church/Congregation/Board shall vote and if three fourths of them decide to vote then a decision can be made by a seventy five percent vote of those voting. This shall be a rare occasion and not used to override opposition. We are not guided by Roberts Rules of Order but by the more than 300 year old history of the Quakers in reaching a consensus.

6. If any member shall break the rules or cause embarrassment to the corporation/church/meeting the general policies to be found in the Evangelical Friends Church International, Friends United Meeting or the Church of the Brethren, shall be followed and if necessary the procedures of Christian Conciliation shall be employed. No member shall file a lawsuit against another member unless all other measures have failed. However, this shall not be construed as preventing a person from responding or defending oneself if a lawsuit is filed. Nor should this prevent the corporation from filing lawsuits when there is no other reasonable alternatives or a member taking any legal action in fulfillment of his fiduciary duties or to report crimes to the proper civil authorities. Disputes should be resolved within the body of the church and if necessary with the help of outside Christian conciliators or arbitrators.

7. This is a membership organization and members are those who join voluntarily this joint Brethren-Friends Fellowship. All classes of members shall have equal rights except if a member becomes a member not in good standing with his principal church he/she shall cease to be a member in good standing of this church unless the Board of Directors finds otherwise.

8. The annual meeting of the Board of Directors shall be held on the second Tuesday of October of each year unless otherwise changed by the Board of Directors. Ten days' notice in writing shall be given of a change of date of this meeting.

9. Special meetings may be called by the Board of Directors, three days' notice in writing or otherwise having been given.

10. A majority of the Directors exclusive of any ex officio directors, shall constitute a quorum for the transaction of any business at any meeting of the Corporation.

ARTICLE X

STANDING AND SPECIAL COMMITTEES

1. The Board of Directors may create such standing and special committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each Chair shall be one (1) year or until the election and qualification of his/her successor.

2. The Chair of each standing committee shall present a plan of work to the Board of Directors for approval.

3. The power to form additional special committees and appoint their members rests with the Corporation.

4. The Chair of the Board of Directors shall be a member ex officio of all committees except the Nominating Committee.

5. Standing Committees: The following committees shall be standing committees of the Board:

Finance Committee: A Finance Committee consisting of not more than five members whose responsibilities shall include:

A: Preparation of an annual budget for operations and capital expenditures to be submitted to the Board of Directors for final approval.

B: Recommending to the Board of Directors policies and procedures for the financial management of the Corporation.

C: Recommending appropriate financing and financial policies to the Board of Director for approval.

D: Arranging for (with the approval of the Board of Directors) an annual audit as required by these By-Laws.

E: Such other duties as the Board of Directors may from time to time assign to it.

The Treasurer of the Board of Directors shall be an ex-officio member of the Finance Committee.

Other Committees: Whenever a need arises, the Board or Congregation may create any special committee and make appointments and assign duties thereto. Such committees shall exist for a specific purpose and for a period of time not to exceed one year unless extended..

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation are to be adopted, amended or rescinded by the members of this Corporation, or by the Board of Directors, subject to approval by said members, provided that such By-Laws and amendments thereto shall not conflict with the provisions of these Articles of Incorporation or of any Statutory or regulatory provisions dealing with charitable organizations including those organized under section 501-c-3 of the Internal Revenue Code. Neither shall the By-laws, Faith and Practice conflict in any way with the official policies and beliefs of the aforementioned groups in addition to the Faith and Practice of the Venice Friends Fellowship. The By-Laws may be amended by consensus in accordance with Quaker practice but under no circumstances shall less than two-thirds of the entire membership consent. Consent in writing shall be an approved method.

ARTICLE XII - DISSOLUTION

This corporation may be dissolved or liquidated by vote of the Board of Directors, subject to approval by said members.

ARTICLE XIII - MISCELLANEOUS

(A) For the carrying out of its corporate purposes, the corporation shall have the right to accept contributions, including bequests and devises, of money or other property from non-members of the corporation, as well as from members.

(B) No substantial part of the activities of the corporation shall consist of promulgating propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in, any political campaign, on behalf of any candidate for public office, or publish or distribute any statements with respect to any such campaign, nor shall the corporation engage in any transactions described in the Internal Revenue Code as "prohibited transactions" which would disqualify the corporation as an "exempt corporation" within the meaning of said Internal Revenue Code.

(C) The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes, and no part of the income or assets of the corporation shall be distributed to, nor inure to, the benefit of any member, director, officer or employee of the corporation, contributor or private individual. In the event of dissolution of the corporation, the assets shall be distributed to non-profit or charitable corporations or institutions which have qualified for exemption under Section 501 (C) (3) of the Internal Revenue Code as selected and approved by the Board of Directors and the members of the corporation to be used for purposes similar to those of this corporation, and no part of such assets shall inure to the benefit of any member, director, officer or employee of this corporation, contributor or private individual.

ARTICLE XIV

I INDEMNIFICATION

1. The Corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of his/her being or having been a director or officer of the Corporation, or any other Corporation which he/she served as such at the request of the Corporation against the reasonable expenses incurred by him/her in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such Director or officer is adjudged to have been guilty of gross negligence or misconduct in the performance of his/her duty to the Corporation.

2. The Corporation shall indemnify any person made a party to an action, suit, or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his/her capacity of Director or Officer of the Corporation, or of any other corporation which he/she served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director or Officer acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful.

3. Expenses incurred by any person who may have a right of indemnification under paragraphs 1 and 2 of this article in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Officer, to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation pursuant to these Bylaws.

4. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which any persons seeking indemnification may be entitled under any Bylaws, agreement, vote of Directors or

otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The Corporation may purchase and maintain insurance on behalf of the Corporation and/or any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer in another corporation, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of hi/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under these provisions of these Bylaws, Section 608.13(14), of the Florida Statutes annotated (or as amended) or otherwise.

6. The invalidity or unenforceability of any provision relating to indemnification shall not affect the validity or enforceability of the remaining provisions relating to indemnification.

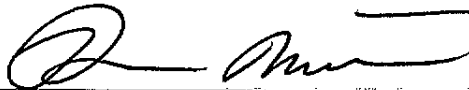
7. Notwithstanding the foregoing, the Corporation shall, to the full extent it is empowered to do so under the laws of Florida, indemnify and hold harmless the Directors, officers, employees or agents of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which any such person served as such at the request of the Corporation, and any such Director, Officer, employee or agent shall be entitled to rely upon such indemnification.

ARTICLE XV

No amendments to this Charter shall be allowed during first year without unanimous signatures of all members and Board members. During the first year and until the annual meeting in 2001, there shall be no amendments allowed to this Charter or Articles of Incorporation unless it shall be approved in writing by 100% of the members and the previous stockholders. All amendments much carry the seal of the corporation to be valid. Any scriveners errors are exempt.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

William R. Martin, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the position of Registered Agent under the Florida Statutes.



William R. Martin

These Amended and Restated Articles of Incorporation were approved unanimously by the original and remaining stockholders of the Corporation on April 16, 2000 by unanimous consent of the five stockholders. At an earlier date the stockholders removed all of the existing officers except William R. Martin.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS SIGNED THESE Amended and Restated Articles of Incorporation on this 16th day of April, 2000.



Chairman William R. Martin

SEAL OF THE CORPORATION

I further certify that the former stockholders have notified me that they all agreed to this Charter; that they never agreed to the previous charter; that it is their belief that a fraud and malpractice was committed against them by Attorney Nick Roknich who failed to get their assent before filing the necessary papers to convert the corporation; that each of the former stockholders have submitted an affirmed affidavit which is on file in the Courts in pending litigation to this effect and providing the corporation exists as stated herein, forever give up any right to this corporation in accordance with Florida law.

County of Sarasota
State of Florida

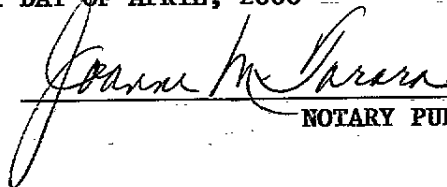

WILLIAM R MARTIN

Before me appeared, William R. Martin, personally known to me who affirmed that the above statements are true and correct; that the corporation has adopted this Charter and is entitled to transact business as a non-profit religious corporation under the laws of Florida.

SIGNED AND SEALED BEFORE ME THIS 21ST DAY OF APRIL, 2000



Joanne M. Tarara
MY COMMISSION # CC723943 EXPIRES
March 12, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

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 617.0501, Florida Statutes.

Dated this 20 day of April, 2000.



William R. Martin, Registered Agent
3650 Cadbury Circle
Venice, FL 34293
Telephone: 941-408-0678
Fax: 941-408-9290