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UNIVERSITY OF
FLORIDA

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Office of the General Counsel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

207 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
(352) 392-1358
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November 30, 1998

Secretary of State
Division of Corporation
P.O. Box 6327, 409 East Gaines Street
Tallahassee, FL 32314

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*****87.50 *****87.50

RE: Filing of Articles of Incorporation of CCRC Development, Inc.

Dear Sir or Madam:

Enclosed is an original and copy of the Articles of Incorporation of CCRC Development, Inc. along with a check for \$87.50 for filing. Please provide me with a certified copy of the Articles.

If you have any questions, please give me a call.

Sincerely,

W. Scott Cole
Associate General Counsel

WSC/clt
enclosures

wsc letter Sec. of State 113098

P. Hall
DEC 14 1998
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Handwritten initials and date: CB, 12-14-98, 4

**ARTICLES OF INCORPORATION
OF
CCRC DEVELOPMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of CCRC DEVELOPMENT, INC., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLES I. NAME

The name of the Corporation is: CCRC DEVELOPMENT, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Corporation shall be 13607 N.W. 50th Avenue, Gainesville, Florida 32606.

ARTICLE III. PURPOSES AND POWERS

A. The Corporation is organized as a Corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, Florida Statutes (1993), including but not limited the following :

1. To operate a retirement community designed to meet the needs of the aged.
2. To promote education, research and community service related to the care of the aged, sick and injured, including the furthering by clinical study, laboratory research, publication and teaching, the knowledge of diseases and the application of such knowledge to the prevention and treatment of diseases.
3. To hold any property, or any undivided interest therein, without limitation as to amount or value. To dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws or rules.
4. To transact any and all lawful business, subject to the limitations contained herein.

B. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended.

ARTICLE IV. MEMBERS

The members of the Corporation shall consist of the members of the Corporation's board of directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 13607 N.W. 50th Avenue, Gainesville, Florida 32606 and the name of the Corporation's initial registered agent at the address is Davis M. Rembert, Jr.

ARTICLE VI. BOARD OF DIRECTORS

A. **Management of Corporate Affairs.** The Corporation shall be managed, its properties controlled and its affairs governed under the direction of its board of directors. The terms and manner of election of the Directors shall be as provided in the Bylaws.

ARTICLE VII. NAME AND ADDRESS OF INCORPORATOR

The names and address of the incorporator is:

Name

Address

Frank A. Duckworth

2090 Hunters Crest Way
Vienna, Virginia 22182-2840

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the corporation's lawful debts shall be distributed to the a Florida Corporation not for profit, if then qualified under the provisions of Section 501(c)(3) of the code and pertinent Treasury regulations as they now exist or as they may be amended.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of November, 1998.


FRANK A. DUCKWORTH

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

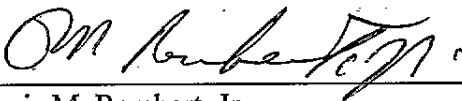
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Pursuant to the provisions of Section 617, Florida Statutes, CCRC Development, Inc. organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is CCRC DEVELOPMENT, INC.
2. The name and address of the registered agent and office are Davis M. Rembert, Jr., 13607 N.W. 50th Avenue, Gainesville, Florida 32606.

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Davis M. Rembert, Jr. hereby accepts the appointment as registered agent and agrees to act in this capacity. Davis M. Rembert, Jr. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.



Davis M. Rembert, Jr.

Date: 11/12/98