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Law Office of
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February 17, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

4000002780694--8
-02/19/99--01053--010
*****122.50 *****78.75

Re: Atlantic Community Care of Fort Pierce, Inc.

Ladies and Gentlemen::

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation, together with a check in the amount of \$122.50 to cover the filing fee and certified copy. When the Articles have been filed, please return the certified copy to me.

Very truly yours,


Robert L. Williams

RLW:pa

Encs.

Dmc
2/22/99

FILED
99 FEB 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATLANTIC COMMUNITY CARE OF FORT PIERCE, INC.

FILED
99 FEB 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER, for the purposes of forming a Corporation not for profit under chapter 617 of the Florida Statutes, hereby subscribes to, acknowledges and files the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is Atlantic Community Care of Fort Pierce, Inc. The principal office and mailing address of the Corporation shall be 209 South Nassau Street, Suite 101, Venice, Florida 34285.

ARTICLE II - EFFECTIVE DATE AND DURATION

The duration of this Corporation is perpetual commencing on the date these Articles are filed with the Florida Department of State, unless sooner dissolved according to law.

ARTICLE III - PURPOSES

The Corporation shall be organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To that end, the principal objectives and purposes for which this Corporation is organized are as follows:

A. To provide elderly persons and handicapped persons with housing and health care facilities and services specially designed to meet their physical, medical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

B. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act which is not forbidden under the

laws of the United States of America or the State of Florida (particularly, Chapter 617, Florida Statutes).

C. To qualify as an organization exemption from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to such end the Corporation will not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income taxation under said Section 501(c)(3), and these Articles shall be construed consistently with the requirements thereof.

Provided, however, that no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinabove set forth. Provided, further, that 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 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 - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the members of the Board of Directors, at any regular meeting or special meeting called for that purpose.

ARTICLE V - INITIAL OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 209 South Nassau Street, Suite 101, Venice, Florida 34285, and the name of its initial registered agent at that address is Robert L. Williams.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS: DIRECTORS

The affairs of the Corporation and business dealings of the Corporation will be managed and directed by the Board of Directors and such officers or committee chairmen as the Board of Directors may from time to time appoint. The directors and such officers as the directors shall require or the officers as the By-Laws require, shall be elected at the annual meeting of the Corporation in accordance with the By-Laws of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the

regular officers of the Corporation at the annual meeting, for terms of one (1) year. The secretary and treasurer may be the same person and need not be a director of the Corporation.

The annual meeting shall be held on the second Monday of February of each year.

The number of directors constituting the initial Board of Directors of this Corporation is four (4). The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Jamie M. Taylor	416 Flamingo Avenue Stuart, Florida 34996
John H. Peterson	501 Forest Lake Blvd., #312 Naples, Florida 34105
Rocco A. Zuccarelli	4317 Montalvo Court Naples, Florida 34109
Samuel F. Hinkle, Jr.	12888 Valewood Drive Naples, Florida 34119

The method of election of directors shall be stated in the By-Laws. Changes in the number of directors may be made by amendment to the By-Laws.

ARTICLE VII - INCORPORATION

The name of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert L. Williams	209 S. Nassau Street, Suite 101 Venice, Florida 34285

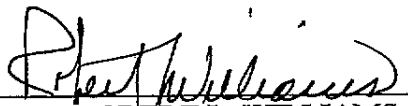
ARTICLE VIII - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors at any meeting thereof.

ARTICLE IX - DISSOLUTION

In the event of a dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170 (c)(2) or corresponding sections of any prior or future law, or to the Federal, State or local Government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned has executed these Article of Incorporation this 17 day of February, 1999.


ROBERT L. WILLIAMS
INCORPORATOR

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17 day of February, 1999, by ROBERT L. WILLIAMS, who is personally known to me.


NOTARY PUBLIC

PATRICIA A. ASHBAUGH
Notary Public, State of Florida
My Comm. Expires July 5, 2001
No. CC 646799

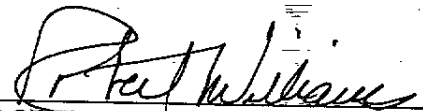
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 FEB 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

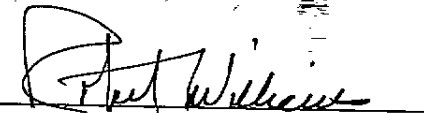
Pursuant to Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ATLANTIC COMMUNITY CARE OF Fort Pierce, INC.
2. The name and address of the registered agent and office is:

Robert L. Williams, 209 South Nassau Street, Suite 101, Venice, FL 34285


ROBERT L. WILLIAMS
Incorporator
Feb 17, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ROBERT L. WILLIAMS
Feb 17, 1999

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17 day of February, 1999, by ROBERT L. WILLIAMS who is personally known to me.


NOTARY PUBLIC

PATRICIA A. ASHBAUGH
Notary Public, State of Florida
My Comm. Expires July 5, 2001
No. CC 646799