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Michael C. Becker & Co.

Certified Public Accountants

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1897 Palm Beach Lakes Blvd.
Suite 210
West Palm Beach, Florida 33409

West Palm Beach (561) 689-4093
Boca Raton (561) 391-0945
Miami (305) 266-6691
Fax (561) 697-4359

November 23, 1999

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

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-11/24/99--01058--004
*****70.00 *****70.00

Dear Sir/Madam:

Subject: **ASSISTED CARE, INC.**

Enclosed please find the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00.

Also enclosed, is a stamped, self-addressed envelope so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Michael C. Becker, C.P.A.

MCB/vwp
Enc.

FILED
1999 NOV 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael Becker GAVE
AUTHORIZATION BY PHONE TO
CORRECT VII
DATE 12-8-99
DOC. EXAM act

A. Howell DEC 8 1999

ARTICLES OF INCORPORATION

OF

ASSISTED CARE, INC.

FILED

1999 NOV 24 AM 11: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: ASSISTED CARE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

734 N.E. 20th Lane
Boynton Beach, FL 33435

ARTICLE III - SPECIFIC PURPOSE

The specific purpose of the corporation shall be to provide assisted living, medical, and social services to needy families and individuals. Further, the corporation may provide other lawful services such as but not limited to educational, charitable and community services within the guidelines of Internal Revenue Code section 501, and related Statutes of the State of Florida.

ARTICLE IV - ORGANIZATION UNDER SECTION 501 (c) (3)

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V - DISTRIBUTION OF NET EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI - DISTRIBUTION OF ASSETS AT DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors shall be elected is as follows. The board of directors shall consist of a minimum of three persons. They will be elected as stated in the _____ by-laws.

ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent is:

Clyde R. Davis
734 N.E. 20th Lane
Boynton Beach, FL 33435

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Clyde R. Davis
734 N.E. 20th Lane
Boynton Beach, FL 33435

The undersigned has executed these Articles of Incorporation

this 22 day of November, 19 99.



SIGNATURE

TITLE: Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
1999 NOV 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: **ASSISTED CARE, INC.**
2. The name and address of the registered agent and office is:

Clyde R. Davis
734 N.E. 20th Lane
Boynton Beach, FL 33435

SIGNATURE: _____

(Corporate Officer)

TITLE: Director

DATE: 11/22/99

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.

SIGNATURE: _____

DATE: 11-22-99

REGISTERED AGENT FILING FEE: \$35.00