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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.**BARBARA'S ASSISTED LIVING SERVICES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

HO 1000014571

ARTICLES OF INCORPORATION

OF

BARBARA'S ASSISTED LIVING SERVICES, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be BARBARA'S ASSISTED LIVING SERVICES, INC. Its principal place of business shall be 1847 Harbor Road, Kissimmee, Florida 34746.

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ARTICLE II

This corporation is organized for the purposes of transacting any and all lawful business as authorized under the laws of the State of Florida or any other state, country or territory under which it may qualify to do business; and more particularly, it shall have all the powers set forth in Florida Statutes Chapter 607 and particularly 607.011, and any and all other powers incidental to the conducting of its business and any and all other similar or like services.

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ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, all of one class, having a \$1.00 par value.

ARTICLE IV

The principal office of this corporation shall be located at 1847 Harbor Road, Kissimmee, Florida 34746.

ARTICLE V

This corporation is to exist perpetually, commencing with the date of subscription and acknowledgement of these Articles of Incorporation so long as these Articles of Incorporation are filed with the Department of State, State of Florida, within ten (10) days, exclusive of legal holidays, after subscription and acknowledgement thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise, the date of the corporation's existence shall begin when the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it, and all filing fees and taxes have been paid.

ARTICLE VI

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

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ARTICLE VII

The names and post office addresses of the first Board of Directors for the corporation, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, said directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Andrews	Post Office Box 550 Intercession City, Florida 33848

ARTICLE VIII

Meetings of the Board of Directors and meetings of the stockholders of the corporation may be held in or without the State of Florida.

ARTICLE IX

The corporation shall have as its initial registered agent, Martin S. Jones, 7746 - 66th Street North, Pinellas Park, Florida 33781, who shall acknowledge acceptance of said position by Affidavit.

ARTICLE X

All corporate powers shall be exercised by or under the authority of and the business and the affairs of this corporation shall be managed under the direction of the Board of Directors of the corporation.

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ARTICLE XI

The subscribers of these Articles of Incorporation and post office addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Andrews	Post Office Box 550 Intercession City, FL 33848

ARTICLE XII

The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Andrews	1847 Harbor Road Kissimmee, FL 34746

ARTICLE XIII

The Initial officer of the corporation shall be Barbara Andrews, who shall serve as the initial President, Vice President, and Secretary of the corporation.

ARTICLE XIV

The Articles of Incorporation may be amended in any manner as provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by the majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement attesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XV

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof, thereafter said By-Laws may be amended by the Board of Directors by a majority vote of the Directors present at any regular meeting of said Board, or at any special meeting called for such purpose as the majority of the Directors present.

IN WITNESS WHEREOF, I, the undersigned have hereunto subscribed my hand and affixed my seal to these Articles of Incorporation this 1 day of FEBRUARY, 2001.

Signed, Sealed and Delivered
In the presence of:

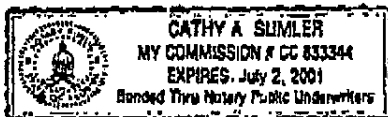
J. A. Sumler
Witness
Shirley Wilman
Witness

Barbara J. Andrews

STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this 1 day of February, 2001, by Barbara J. Andrews, who are personally known to me or who produced identification and who did (did not) take an oath.



Cathy A. Sumler
Notary Public
Commission No.:
Expiration Date:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance with Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That BARBARA'S ASSISTED LIVING SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hissumme, County of Osceola, State of Florida, has named MARTIN S. JONES, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Martin S. Jones
Resident Agent

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STATE OF FLORIDA

COUNTY OF Duval

The foregoing instrument was acknowledged before me this 34 day or February, 2001, by Martin S. Jones, who is personally known to me and who did take an oath.

Karen Mogavero
Notary Public
Commission No.:
Expiration Date:

HO 1000014571

KAREN MOGAVERO
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires March 5, 2001
Comm. No. GC 822345
FEB-06-2001 11:56