



Albert Wesley Miller, III

Attorney At Law

June 25, 2002

Florida Department of State  
Division of Corporation  
Attn: New Filing  
P.O. Box 6327  
Tallahassee, Florida 32314

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-06/28/02--01020--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Article of Incorporation

Dear Sir/Madam;

Enclosed please find check number #1898 in the amount of \$78.75 for filing fees of the enclosed Article of Incorporation for Twenty Nine Oaks. Please take notice that we have also enclosed the extra \$8.75 to cover the cost of a certified copy.

Please file the Article of Incorporation and mail the Original back to us at the above address.

Should you have any questions and/or concerns please do not hesitate to contact our office.

Sincerely,

Albert Wesley Miller, III

Enclosure: Article of Incorporation

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

SMITH JUN 28 2002

ARTICLES OF INCORPORATION  
OF  
TWENTY NINE OAKS INCORPORATED

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Professional Services Corporation Act (the "Act") and other laws of the State of Florida, as follows:

Article I  
Name

The name of the Corporation is:

TWENTY NINE OAKS INCORPORATED

Article II  
Term of Existence

Corporate existence commences upon filing, and the Corporation has perpetual  
existence thereafter.

Article III  
Principal Address

The principal office of the Corporation is 3813 Keene Road, Plant City, Florida 33565-5411.

Article IV  
Nature of Business and Purposes

The Corporation is organized for the following purposes:

(a) To engage in every phase and aspect of the rendering the same professional services to the public that a Retirement Home duly licensed under the Laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice and render services therein.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services.

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(c) To do anything necessary and proper for the accomplishment or furtherance of any of the proposes or objectives of the Corporation enumerated in these Articles of Incorporated, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objective of the Corporation.

(d) The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, the Corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire society. state fair or exposition.

#### Article V Capitol Stock

(a) The Corporation is authorized to issue 100,000.00 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the common stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Board of Directors shall be the sole judgment of such value will be conclusive.

(c) Notwithstanding the forgoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### Article VI Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 3813 Keene Road, Plant City, Florida 33565-5411, and the name of its initial registered agent at such address is Juanita Hayes.

#### Articles VII Special Provisions

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

Article VIII  
Directors

The Corporation shall have three (3) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) and no more than three (3) directors. The name and address of the initial directors of the corporation, who shall serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Juanita Hayes, (President and Register Agent)	3813 Keene Road Plant City, Florida 33565
Malcolm Sanders (Vice President)	108 West Hanlon Street Tampa, Florida 33602
Catharine Harvey (Secretary)	3209 Laurel Lane Plant City, Florida 33565

Article IX  
Incorporator

The name and address of the incorporator signing these Articles of Incorporation, are:

<u>Name</u>	<u>Address</u>
Juanita Hayes	3813 Keene Road Plant City, Florida 33565

Article X  
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's board of directors.

Article XI  
Stockholders

(a) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

(b) Any Shareholder must offer their Shares of Stock to any other Shareholder of the Corporation prior to selling on the open market.

Article XII  
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

Article XIII  
Additional Corporation Powers

In furtherance, and not in limitation of general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, the Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

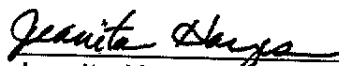
(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the Bylaws or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase: provided, however the capital of this Corporation cannot be impaired thereby.

(c) To adopt, for the benefit of employees, one or more of the following: (1) a pension plan, (2) profit sharing plan, (3) a stock bonus plan, (4) a thrift savings plan, or (5) other retirement, incentive compensation or employee benefit plan.

Article XIV  
Amendment

These Articles of Incorporation may be amended in the manner provided for by law.

In Witness Whereof, the undersigned incorporator has executed these Articles the \_\_\_\_\_, day of June, 2002.

  
Juanita Hayes  
Registered Agent/ President

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SECRETARY OF STATE  
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I hereby am familiar with and accept the duties and responsibilities of Registered Agent.