

PO20000106438

ELIZABETH MILTON SIMPSON

ATTORNEY AT LAW
4444 LAFAYETTE STREET
POST OFFICE BOX 761
MARIANNA, FLORIDA 32447
(850) 482-6600
Fax: (850) 482-6608

September 9, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

100007688521--8
-09/12/02--01036--011
*****78.75 *****78.75

RE: A Place to Remember, Inc.

Dear Sir or Madam:

Enclosed please find the original and duplicate copies of the Articles of Incorporation of this proposed corporation. The Resident Agent designation is also enclosed. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to my office.

I have enclosed a check made payable to the Secretary of State in the amount of \$78.75 to cover the fees for the filing of said corporation and for a certified copy of the Articles of Incorporation to be returned to my office.

Thank you for your cooperation in this matter. If you have any questions, please feel free to contact my office at the number or address above.

Sincerely yours,

Elizabeth M Simpson
Elizabeth M. Simpson

EMS/kh
Enclosures

FILED
02 OCT -2 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-26796

bm 10/3 T



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 16, 2002

ELIZABETH M SIMPSON
PO BOX 761
MARIANNA, FL 32447

SUBJECT: A PLACE TO REMEMBER, INC.
Ref. Number: W02000026796

We have received your document for A PLACE TO REMEMBER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

IF THIS IS FOR PROFIT DO NOT REFER TO A NON PROFIT IN YOUR OPENING PARAGRAPH AND IF THIS IS A NON PROFIT PLEASE REFER TO CHAPTER 617 STATUTES FOR FILING.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 902A00052690

ARTICLES OF INCORPORATION
OF
A PLACE TO REMEMBER, INC.

02 OCT -2 AM 8:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation is for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is A Place to Remember, Inc.

ARTICLE TWO

The effective date of the corporation shall be upon its filing with the Secretary of State, and the duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized to provide assisted living facility for elderly and/or disabled persons and transact any other lawful business for which corporations for profit may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 500 hundred shares. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

Each member shall be entitled to one vote at corporate meetings.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock and all issued stock shall be

ARTICLE FIVE

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than ten persons who are not nonresident aliens.

ARTICLE SIX

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the corporation, and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE SEVEN

The corporation principal office and mailing address is 7199 Hatch Lane, Grand Ridge, Florida 32442. The name of it's initial registered agent is Angela Taylor, (the same address as the principal address.) I, Angela Taylor, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE EIGHT

The number of directors constituting the initial Board of Directors of the corporation are two (2). The corporation may have not less than one (1) director nor more than five (5) directors. The directors shall be elected in the manner stated in the by-laws of the corporation. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

NAME	ADDRESS
Angela Taylor	7199 Hatch Lane Grand Ridge, Florida 32442
Kristin Matthews	1510 Blount Road Grand Ridge, Florida 32442

ARTICLE NINE

The names and addresses of the incorporators are:

Angela Taylor, President and Secretary

7199 Hatch Lane
Grand Ridge, Florida 32442

Kristin Matthews, Vice President, Treasure

1510 Blount Road
Grand Ridge, Florida 32442

ARTICLE TEN

Interested directors may be counted for quorum and voting purposes and the corporation is authorized to indemnify directors and officers for expenses they incur on behalf of the corporation.


ARTICLE ELEVEN

The articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 3 day of

September, 2002.


KRISTIN MATTHEWS

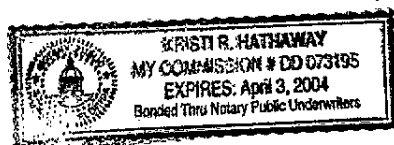

ANGELA TAYLOR

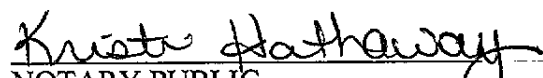
STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, Angela Taylor, to me known to be the person described and who produced her Florida Drivers Licence, as the incorporator and who executed the foregoing articles of incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of

September, 2002.




NOTARY PUBLIC
My commission expires:

STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, Kristin Matthews, to me known to be the person described and who produced her Florida Drivers License as the incorporator and who executed the foregoing articles of incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of

September, 2002.



Kristi R. Hathaway
NOTARY PUBLIC
My commission expires:

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

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

A PLACE TO REMEMBER, INC., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation at 7199 Hatch Lane,
Grand Ridge, Florida, County of Jackson, State of Florida, has named Angela Taylor, 7199 Hatch
Lane, Grand Ridge, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

BY



ANGELA TAYLOR
REGISTERED AGENT

FILED
02 OCT -2 AM 8:41
SCHOOL OF STATE
TALLAHASSEE, FLORIDA