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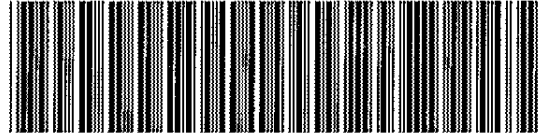
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TALLAHASSEE, FLORIDA

me 11/6

R. BRUCE MCKIBBEN

Requester's Name

1435 E. PIEDMONT DR #214

Address

TALLAHASSEE FL 32308

City/State/Zip

Phone #

942-8585

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. PalmWood Nursing Center Inc.

(Corporation Name)

(Document #)

2. The Woods of West Palm, Inc.

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

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**NEW FILINGS**

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

**ARTICLES OF INCORPORATION**  
**OF**

*PalmWood Nursing Center, Inc.*

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The undersigned, acting as incorporator of PalmWood Nursing Center, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

PalmWood Nursing Center, Inc.

ARTICLE II. ADDRESS

The initial mailing address of the corporation is:

16 Norcross Street  
Suite 50-B  
Roswell, GA 30075

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

1. The corporation is organized to engage in the operation of a skilled nursing facility and any other activities allowed by law.

#### ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation is R. Bruce McKibben, Jr. The street address of the initial registered office of the corporation is 1435 E. Piedmont Drive, Suite 214, Tallahassee, FL 32308.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Robert W. Hagan  
16 Norcross Street  
Suite 50-B  
Roswell, GA 30075

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

R. Bruce McKibben, P.A.  
1435 E. Piedmont Drive, Suite 214  
Tallahassee, FL 32308

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

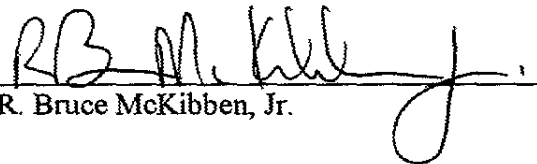
#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 4th day of November, 2002.

  
R. Bruce McKibben, Jr.

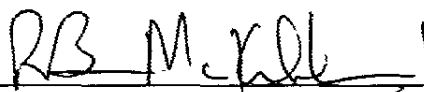
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO  
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That PalmWood Nursing Center, Inc., desiring to organize under the laws of the  
State of Florida with its initial registered office, as indicated in the Articles of  
Incorporation, at 16 Norcross Street, Suite 50-B, Roswell, GA 30075, has named R.  
Bruce McKibben, Jr. as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above,  
at the place designated in this certificate, I agree to act in that capacity, to comply with  
the provisions of the Florida Business Corporation Act, and am familiar with and accept,  
the obligations of that position.

  
R. Bruce McKibben, Jr.

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