

P03000029205

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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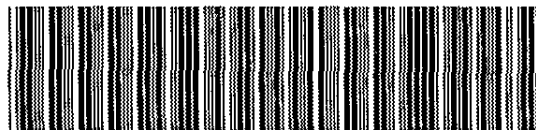
(Business Entity Name)

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FILED
2003 MAR 12 AM 10:29
CLERK OF STATE
TALLAHASSEE FLORIDA

RECEIVED
03 MAR 12 AM 11:15
DIVISION OF CORPORATION

3/13/03

CT CORPORATION

FILED

2003 MAR 12 AM 10:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 12, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5805875 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Roth Retirement Residences, Inc. (FL)
Incorporation
Florida

Roth Retirement Residences, Inc. (FL)
Certificate of Status/Authorization-Domestic
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,



Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

FILED

2003 MAR 12 AM 10:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
ROTH RETIREMENT RESIDENCES, INC.**

2003 MAR 12 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is ROTH RETIREMENT RESIDENCES, INC. (hereinafter called the "Corporation").

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 16200 Wildwood Court, Punta Gorda, Florida 33982.

**ARTICLE IV
SHARES**

The number of shares of stock that the Corporation is authorized to have outstanding at any one time, the par value thereof, and the class of such shares of stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Voting Common
99,000	\$1.00	Non-Voting Common

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Florida is 16200 Wildwood Court, Punta Gorda, Florida 33982, County of Charlotte. The name of its registered agent at such address is Jon N. Roth.


ARTICLE VI
INCORPORATOR

The name of the Incorporator is Christopher E. Hannum, Esquire, and the address of the Incorporator is CULP ELLIOTT & CARPENTER, P.L.L.C., 227 West Trade Street, Suite 1500, Charlotte, North Carolina 28202.

ARTICLE VII
INDEMNIFICATION

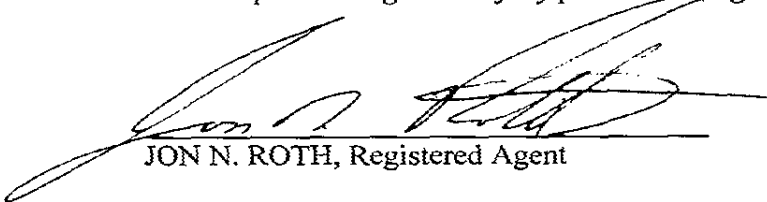
To the fullest extent permitted by applicable law, no director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director. This Article shall not impair any right to indemnity from the Corporation that any director may now or hereafter have. Any repeal or modification of this Article shall be prospective only and shall not adversely affect in any respect acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11th day of March, 2003.



Christopher E. Hannum, Incorporator

Having been named as registered agent and to accept service of process for the above stated company 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.



JON N. ROTH, Registered Agent

3-11-03

Date

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2003 MAR 12 AM 10:29
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TALLAHASSEE FLORIDA