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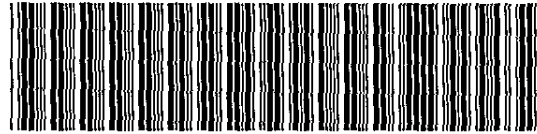
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ARTICLES OF INCORPORATION
OF
MG ASSISTED LIVING, INC.

In compliance with the requirements of the laws of the State of Florida and Chapter 607, Florida Statutes, and for the purpose of forming a corporation for profit, the undersigned does hereby adopt the following Articles of Incorporation:

1. Name of Corporation. The name of the corporation is MG ASSISTED LIVING, INC. ("Corporation").
2. Principal Office. The principal place of business and mailing address of Corporation is 5100 Cresthaven Blvd., West Palm Beach, FL 33415.
3. Registered Office - Registered Agent. The street address of the Registered Office of Corporation is 5100 Cresthaven Blvd., West Palm Beach, FL 33415. The name of the Registered Agent of Corporation is:

Morton J. Gelberd

5100 Cresthaven Blvd., West Palm Beach, Florida 33415

4. Purpose of Corporation. Corporation is formed to engage in any lawful business.
5. Powers of Corporation. Corporation shall have all the powers provided for a corporation under law.
6. Stock. The capital stock authorized shall be 1,000 shares, such shares shall be of a single class and shall have a par value of \$0.01 per share.
6. Board of Directors. The affairs of Corporation shall be managed by a Board of not less than one nor more than three members. The initial number of directors shall be one. Board members shall be appointed and/or elected as stated in the By-Laws. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Morton J. Gelberd	5100 Cresthaven Blvd., West Palm Beach, FL 33415

8. Incorporator. The name and address of the Incorporator of this corporation is:

Morton J. Gelberd, 5100 Cresthaven Blvd., West Palm Beach, FL 33415.

9. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President/Secretary/Treasurer:

Morton J. Gelberd

5100 Cresthaven Blvd.

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West Palm Beach, FL 33415

10. Indemnification of Officers and Directors. Corporation shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Corporation, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Corporation, has executed these Articles of Incorporation as of this 24th day of February, 2005.


Morton J. Gelberd, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 24th day of February, 2005.


Morton J. Gelberd, Registered Agent

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