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we



WILLIAM F. GALLESE, P.A.

Attorney At Law

June 1, 2005

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of C&Y Group, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced corporation and a check for \$78.75 for the filing fee and certificate of status.

Please forward the certified copy of the Articles of Incorporation to this office.

If you have any question, please do not hesitate to call. Thank you for your attention in this matter.

Yours Truly;

William F. Gallese, Esq.

WFG/lh

Enclosures

## **ARTICLES OF INCORPORATION**

**FOR**

**C&Y Group, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself with others to form a corporation under the laws of the State of Florida.

### **ARTICLE I**

The name of this corporation shall be: C&Y Group, Inc.

### **ARTICLE II**

The street address of the initial principle office: 1102 SW Dalton Ave., Port St. Lucie, Florida 34953.

### **ARTICLE III**

The number of shares that this corporation is authorized to issue is: 1000 shares of common stock. The holders of each share of common stock shall have one vote for each share owned. If any preemptive rights are to be granted to the shareholders, a provision shall be made in the by-laws of the corporation.

### **ARTICLE IV**

The corporation's initial registered office and agent: Yanick Noel-Price, 1102 SW Dalton Ave., Port St. Lucie, Florida 34953

**ARTICLE V**

The name and street address of incorporators are:

- 1) Carrington Price, 1102 SW Dalton Ave., Port St. Lucie, Florida 34953
- 2) Yanick Noel-Price, 1102 SW Dalton Ave., Port St. Lucie, Florida 34953

**ARTICLE VI**

The purpose for which this corporation is formed is for the operation of one or more Assisted Living facilities and for any other legal purposes.

**ARTICLE VII**

This corporation shall have perpetual existence.

**ARTICLE VIII**

The manner in which the Directors are elected or appointed is that as is provided by the bylaws of C&Y Group, Inc.

  
Carrington Price

11/25/05  
Date

  
Yanick Noel-Price

11/25/05  
Date

**ACKNOWLEDGMENT AND ACCEPTANCE OF  
REGISTERED AGENT**

THE UNDERSIGNED, having been named as the Registered Agent for C&Y Group, Inc., and as agent to accept service of process of such corporation, at the place designated in Article IV, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said corporation open.

  
Yanick Noel-Price

**FILED**  
2005 JUN -3 P 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA