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FLORIDA

1-#5-46016  
VH 10/13/05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 5, 2005

RAYMOND E. HAMIEL  
1435 BIRD RD  
WINTER SPRINGS, FL 32708

SUBJECT: RESTFUL MEADOWS ASSISTED LIVING FACILITY, INC.  
Ref. Number: W05000046016

We have received your document for RESTFUL MEADOWS ASSISTED LIVING FACILITY, INC. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list a FLORIDA STREET ADDRESS for the REGISTERED AGENT.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 105A00060555

# ARTICLES OF INCORPORATION

OF

## Restful Meadows Assisted Living Facility, Inc.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, as a corporation for profit generally in accord with the provisions of Chapter 607 of the Florida statutes and other appropriate laws and statutes of this jurisdiction.

### ARTICLE 1

THE NAME of this Corporation shall be:

**Restful Meadows Assisted Living Facility, Inc.**

### ARTICLE II

THE GENERAL NATURE AND PURPOSE OF THE BUSINESS OR BUSINESSES TO BE:

- A. To serve and operate as a Assisted Living Facility and health care for the elderly or disabled, or any person(s) who need health care, when properly licensed, services to the public and business, profit and non-profit entities, and to employ qualified personnel, make and perform contracts and to take and exercise and which now are or hereafter may be authorized by law, and generally to perform any and all things necessary or incident to the performing and carrying out of the purpose herein set forth.
- B. To engage and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.
- C. To provide all types of services contracted for compensation.
- D. The conducting of all legal businesses for the purposes of making a profit.

05 OCT 12 AM 9:56  
STATE  
FLORIDA

E. Deemed to include all the rights, powers and privileges now accorded by the law or laws of Florida and such rights as may hereafter be extended by the law or laws of Florida to corporations for profit generally, including, but not limited to the following:

1. To have succession by its corporate name perpetually.
2. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. To adopt and use a common corporate seal and alter the same at will.
4. To appoint such officers and agents as its affairs shall require and allow them suitable compensation.
5. To adopt, change, amend, and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its record of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.
6. To increase or diminish, by vote of its stockholders, shareholders, or members, cast as the by-laws may direct, the number of directors, managers or trustees.
7. Make and enter into all contracts necessary proper for the conduct of its business.
8. (a) Conduct business, have one (1) or more offices in, and buy, hold, mortgage, sell convey, lease, or otherwise dispose of its real and personal property together with its franchises in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.  
  
(b) Purchase the corporate assets of any other corporation and engage in the same character of business as said other corporation was empowered to engage in.  
  
(c) Acquire, enjoy, utilize, and dispose of patents, copyrights and trademarks and any license or other rights or interests therein or thereunder.  
  
(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure

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payment of any indebtedness or liability to it.

9. (a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation or any individual or group of individuals of this State or government; while the owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

(b) Purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

10. Do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objectives enumerated in this Certification of Incorporation.

11. (a) Contract debts and borrow money at such rates of interest and upon such terms as it, or its Board of Directors, may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

(b) Provision may be made in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by this corporation, as security for any bonds,

notes, debentures or other evidences of Indebtedness issued or debts or sums of money owing by this corporation.

### **ARTICLE III**

THE AMOUNT OF CAPITAL STOCKS AUTHORIZED shall be 100,000 shares of common stock of one class, with nominal par value of \$1.00 per share.

### **ARTICLE IV**

THE AMOUNT OF CAPITAL with which this corporation shall not be less than Five Hundred Dollars (\$500.00).

### **ARTICLE V**

THE TERM for which this corporation shall exist shall be perpetual, UNLESS the same is legally dissolved.

### **ARTICLE VI**

THE POST OFFICE ADDRESS of the principal office shall be

1400 N. Semoran Blvd. Ste. E  
Orlando, FL 32807

### **ARTICLE VII**

THE NAMES AND POST OFFICE ADDRESSES of the members of the first Board of Directors and the first Officers of the corporation, who shall hold office until their successors have been elected and qualified are:

#### **NAME AND ADDRESS**

#### **POSITION**

Raymond E. Hamiel  
1435 Bird Rd.  
Winter Springs, FL 32708

Chairman of the Board

Grace C. Hamiel  
1435 Bird Rd.  
Winter Springs, FL 32708

President

Ishmael Hamlet

Chief Executive Officer

619 McKinnley Ct.  
Kissimme, FL 34758

**ARTICLE VIII**

THE NUMBER OF DIRECTORS shall not be less than one (1) nor more than five (5).

**ARTICLE IX**

THE NAMES AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER of these Articles and Certificate of Incorporation, the number of shares subscribed for by each, and the value of the consideration therefore, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, are:

<b><u>NAME &amp; ADDRESS</u></b>	<b><u>SHARES</u></b>
Raymond E. Hamiel 1435 Bird Rd. Winter Springs, FL 32708	33.34
Grace Hamiel 1435 Bird Rd. Winter Springs, FL 32708	33.33
Ishmael Hamlet 619 McKinnley Ct. Kissimmee, FL 34758	33.33

**ARTICLE X**

THE BOARD OF DIRECTORS of this corporation reserved the right to AMEND, ALTER or CHANGE these Articles and Certificate of Incorporation to whatever extent that they may deem necessary or expedient in the manner now or hereafter prescribed by statute, as limited by the then existing provisions of the By-Laws.

**ARTICLE XI**

THE AMOUNT OF INDEBTEDNESS which this Corporation can at any time and in any lawful manner incur shall be unlimited.

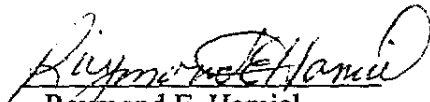
ARTICLE XII

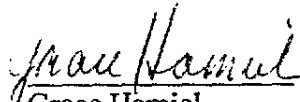
Raymond E. Hamiel is hereby designated as the Registered Agent upon whom process may be served, and the address of Raymond E. Hamiel above is hereby designated as the registered office of the corporation for the service of process within this state.

ARTICLE XIII

The foregoing Articles are to be construed as independent objects, purposes, and powers in the operation of this corporation and all in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida upon corporations organized thereunder, and the enumeration of these specific powers set forth in these Articles shall not be construed to limit or restrict in any manner the general powers of this Corporation as conferred upon it by the law or statutes of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my respective hand and seal this 26<sup>th</sup> day of September, 2005.

  
Raymond E. Hamiel  
Chairman

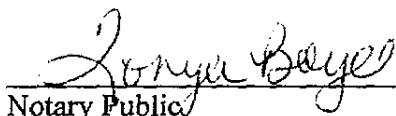
  
Grace Hamiel  
President

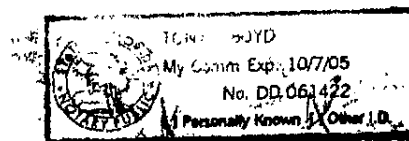
  
Ishmael Hamlet  
Chief Executive Officer

Page 6

THIS DAY, personally appeared Raymond E. Hamiel & Grace Hamiel and Ishmael Hamlet, who acknowledged that they executed the foregoing Articles of Incorporation in the County of Orange, State of Florida.

IN WITNESS WHEREOF, I have here unto set my Official hand and Seal, this 26<sup>th</sup> day of September, 2005.

  
Notary Public





E. Deemed to include all the rights, powers and privileges now accorded by the law or laws of Florida and such rights as may hereafter be extended by the law or laws of Florida to corporations for profit generally, including, but not limited to the following:

1. To have succession by its corporate name perpetually.
2. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
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4. To appoint such officers and agents as its affairs shall require and allow them suitable compensation.
5. To adopt, change, amend, and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its record of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.
6. To increase or diminish, by vote of its stockholders, shareholders, or members, cast as the by-laws may direct, the number of directors, managers or trustees.
7. Make and enter into all contracts necessary proper for the conduct of its business.
8. (a) Conduct business, have one (1) or more offices in, and buy, hold, mortgage, sell convey, lease, or otherwise dispose of its real and personal property together with its franchises in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business as said other corporation was empowered to engage in.

(c) Acquire, enjoy, utilize, and dispose of patents, copyrights and trademarks and any license or other rights or interests therein or thereunder.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure

payment of any indebtedness or liability to it.

9. (a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation or any individual or group of individuals of this State or government; while the owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

(b) Purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

10. Do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objectives enumerated in this Certification of Incorporation.

11. (a) Contract debts and borrow money at such rates of interest and upon such terms as it, or its Board of Directors, may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

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1435 Bird Rd.  
Winter Springs, FL 32708

Chairman of the Board

Grace C. Hamiel  
1435 Bird Rd.  
Winter Springs, FL 32708

President

Ishmael Hamlet

Chief Executive Officer

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ARTICLE XII

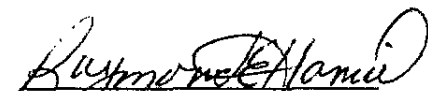
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Registered Agent Address  
1435 Bird Rd.  
Winter Springs, FL 32708

ARTICLE XIII

The foregoing Articles are to be construed as independent objects, purposes, and powers in the operation of this corporation and all in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida upon corporations organized thereunder, and the enumeration of these specific powers set forth in these Articles shall not be construed to limit or restrict in any manner the general powers of this Corporation as conferred upon it by the law or statutes of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my respective hand and seal this 26<sup>th</sup> day of September, 2005.

  
Raymond E. Hamiel  
Chairman

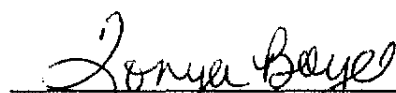
  
Grace Hamiel  
President

  
Ishmael Hamlet  
Chief Executive Officer

Page 6

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IN WITNESS WHEREOF, I have here unto set my Official hand and Seal, this 26<sup>th</sup> day of September, 2005.

  
Notary Public

