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08 JAN 23 AM 10:39
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
08 JAN 23 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. McKnight JAN 24 2008¹



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 412955 9666A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : January 23, 2008

ORDER TIME : 9:29 AM

ORDER NO. : 412955-005

CUSTOMER NO: 9666A

DOMESTIC FILING

NAME: SENIOR ADULT MANAGEMENT GROUP,
INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
SENIOR ADULT MANAGEMENT GROUP, INC.

APPROVED
AND
FILED
08 JAN 23 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator executes and adopts the following Articles of Incorporation for the Corporation:

ARTICLE 1.

1.01 **Name and Address.** The name of the Corporation is **SENIOR ADULT MANAGEMENT GROUP, INC.**, and the mailing address of the Corporation is 5054 Westlake Blvd., Ridge Manor, FL 33525. The address of the Corporation's principal office is 5054 Westlake Blvd., Ridge Manor, FL 33525.

ARTICLE 2.

2.01 **Duration.** The period of duration of the Corporation is perpetual.

ARTICLE 3.

3.01 **Purpose.** The purpose of the Corporation is to lease and operate, or manage under agreement with third parties, and otherwise to provide consulting and management services with regard to, assisted living facilities and other adult living facilities, and all other purposes permitted by law.

3.02 **Corporate Powers.** The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

3.03 **Authority of Directors.** The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4.

4.01 **Stock Certificates.** Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 **Number of Authorized Shares.** The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

ARTICLES OF INCORPORATION
FOR
SENIOR ADULT MANAGEMENT GROUP, INC.

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4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares in Classes. The shares of the Corporation may, upon vote of the Board of Directors, be divided into voting and non-voting shares. Otherwise, there will be no classes of shares of the Corporation.

ARTICLE 5.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or

ARTICLES OF INCORPORATION
FOR
SENIOR ADULT MANAGEMENT GROUP, INC.

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participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

7.01 Organizing Director. The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

<u>Name</u>	<u>Address</u>
John Cheney	5054 Westlake Blvd. Ridge Manor, FL 33525

ARTICLE 8.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is John Cheney, whose mailing address is 5054 Westlake Blvd., Ridge Manor, FL 33525.

ARTICLES OF INCORPORATION
FOR
SENIOR ADULT MANAGEMENT GROUP, INC.

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ARTICLE 9.

9.01 Incorporator. The name and address of the person signing these Articles is John Cheney
whose address is 5054 Westlake Blvd., Ridge Manor, FL 33525.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 18th day
of JANUARY, 2008.


JOHN CHENEY

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth
above, personally appeared JOHN CHENEY known to me and known by me to be the person who executed
the foregoing Articles of Incorporation and acknowledged to me that she executed the same freely and
voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 18th day of January, 2008.

STATE OF FLORIDA
COUNTY OF MARION

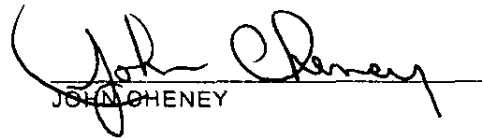
The foregoing instrument was acknowledged before
me this 18th day of January, 2008
by JOHN CHENEY
who is personally known to me or has produced
A DRIVERS LIC as identification
and who did/did not take an oath.


Print Name: S. CHINAPEN
Comm# DD0068568
Notary Public, State of Florida
My Commission Expires 6/24/2011
Florida Notary Assn., Inc.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

John Cheney, whose mailing address is 5054 Westlake Blvd., Ridge Manor, FL 33525 is the initial registered agent named in the Articles of Incorporation to accept service of process for **SENIOR ADULT MANAGEMENT GROUP, INC.**, a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 18th of JANUARY, 2008.


JOHN CHENEY

APPROVED
AND
FILED

08 JAN 23 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA