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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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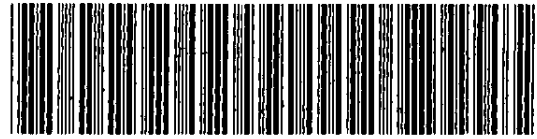
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
08 JUL 14 PM 4:40

JP 7/14/08

**MARY M. CALLAWAY, P.A.**

1600 North Palafox Street

P.O. Box 36097

Pensacola, FL 32516

Tel: (850) 434-2110 • Fax: (850) 434-2003

July 8, 2008

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DIVISION OF CORPORATIONS

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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

RE: Sandicrest Adult Care, Inc.


Gentlemen:

Enclosed you will find the following:

- (1) Articles of Incorporation;
- (2) Copy of Articles of Incorporation and
- (3) Check in the amount of \$78.75 to cover fees.

Please file the Articles of Incorporation and return a certified copy of the Articles to our office.

Sincerely,

  
Mary M. Callaway  
MMC/js

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DIVISION OF CORPORATIONS  
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EFFECTIVE DATE  
07/03/08

**ARTICLE OF INCORPORATION  
OF  
SANDICREST ADULT CARE, INC.**

**ARTICLE ONE**

**Name**

The name of this corporation is **Sandicrest Adult Care, Inc.**

**ARTICLE TWO**

**Duration**

This corporation shall exist in perpetuity.

**ARTICLE THREE**

**Purpose**

This corporation is organized for the following purposes: To provide residential care for adults including housekeeping, general supervision and health monitoring and arrangements for transportation to health care services; and to acquire, hold, use, employ, lease and sell and deal in leases, apparatus, equipment and facilities for conducting business.

To engage in interstate commerce insofar as may be necessary to carry out all of the purposes of the business and to conduct business in foreign states consistent with this charter to provide adult residential care.

To purchase, hold, sell and reissue the shares of its own capital stock, and should it become necessary to make an equitable division of the stock of this corporation among those who are now or may thereafter be entitled to such stock, or any part thereof, such

stock may be reissued in fractional shares.

To transact any and all lawful business.

#### **ARTICLE FOUR**

##### **Capital Stock**

This corporation is authorized to issue one hundred thousand (10,000) shares of one dollar (\$1.00) par value common stock.

#### **ARTICLE FIVE**

##### **Preemptive Rights**

Every shareholder, upon the sale of any treasury stock or the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE SIX**

##### **Principal Place of Business**

The address of the principal place of business is 2603 Sandicrest Drive, Cantonment, FL 32533 and the mailing address is the same.

#### **ARTICLE SEVEN**

##### **Initial Board of Directors**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of one of the initial directors of this corporation are:

**Jeanette T. Glass**  
2603 Sandicrest Drive  
Cantonment, FL 32533

**Brianne Kathleen Lake**  
2603 Sandicrest Drive  
Cantonment, FL 32533

**ARTICLE EIGHT**

**Incorporators**

The name and address of the person signing these Articles of Incorporation is:

**Jeanette T. Glass**  
2603 Sandicrest Drive  
Cantonment, FL 32533

**ARTICLE NINE**

**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and in Shareholders.

**ARTICLE TEN**

**Restrictions on Transfer**

Outstanding shares of this corporation may not be resold or otherwise transferred to another unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreements among all the shareholders and this corporation.

**ARTICLE ELEVEN**

**Cumulative Voting and Voting Right**

At each election for directors every shareholder entitled to vote at such an election shall have the right to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates. Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

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## ARTICLE TWELVE

### Management of the Corporation

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the directions of the Board of Directors of this corporation.

## ARTICLE THIRTEEN

### Indemnification

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE FOURTEEN

### Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

## ARTICLE FIFTEEN

### Initial Registered Agent

The name and address of the initial registered agent of this corporation is:

**Jeanette T. Glass**  
2603 Sandicrest Drive  
Cantonment, FL 32533

By signature below the registered agent accepts this designation, is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

  
**Jeanette T. Glass**

**ARTICLE SIXTEEN**

**Meeting by Conference Telephone**

Members of the Board of Directors may participate in meeting of the Board of Director by means of conference telephone or other electronic medium as provided by law.

**ARTICLE SEVENTEEN**

**Action by Directors Without a Meeting**

The Directors of this corporation may take action by written consent, as provided by law.

**ARTICLE EIGHTEEN**

**Action of the Corporation**

Any contract, transaction or act of the corporation or of the Board of Directors approved by a quorum of the shareholders entitled to vote at any meeting shall be as valid and binding as though approved by every shareholder of the corporation, but any failure of the shareholders to approve such contract, transaction or act shall not be deemed in any way to invalidate the same or deprive the corporation, its directors or officers of their rights to proceed.

**ARTICLE NINETEEN**

**Date of Incorporation**

The date of commencement of corporate existence shall be the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8<sup>th</sup> day of July, 2008.

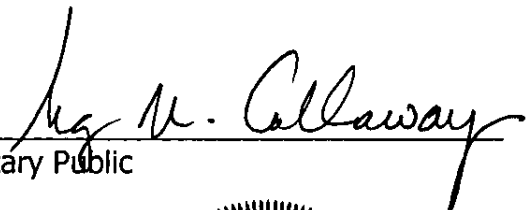
**Sandicrest Adult Care, Inc.**

  
**Jeanette T. Glass**

State of Florida  
County of Escambia

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Jeanette T. Glass**, personally known to me and known to me be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8<sup>th</sup> day of July, 2008

  
Notary Public

Prepared by:  
Mary M. Callaway, P.A.  
1600 N. Palafox Street  
Pensacola, FL 32516  
Telephone (850) 434-2114

