

P95000015917

(Requestor's Name)

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OFFICE USE ONLY

Science And Business Institute, INC.
Management Consultants

V. R. FINLAY
3600 S. State Road 7 (441)
Suite # 3
Miramar Florida 33023

SEP 21 11:34

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

GARDENIA AGING AND ADULT HOME CARE, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

5215

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

GARDENIA AGING AND ADULT HOME CARE, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GARDENIA AGING AND ADULT HOME CARE, Inc.

The principal place of business of this corporation shall be:

1835 NW 185 Terrace
Miami, Florida 33055

This address is also the address of the Registered Agent.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

The general nature of the business to be transacted by the corporation is:

- A.
1. To provide room and board for Senior Citizens.
 2. To provide guardian care for Senior Citizens.
 3. To provide food for Senior Citizens.
 4. To provide clothes for Senior Citizens.
 5. To provide shelter for Senior Citizens.
 6. To assist Senior Citizens with transportation to seek medical attention.
 7. To assist with recreational activities for Senior Citizens.
 8. To enjoy all the privileges of an adult home care institution.

- B. To purchase, lease, exchange, hire or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage and operate any

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lands owned or leased by the corporation, buildings or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate and deal in lands or interest in lands, houses, structures, buildings or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and any other interests in real estate.

- C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares for the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- F. To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida, either by the terms of this charter or by virtue of the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$0.10 per share; all shares shall be paid in full money of the United States of America in property, labor or services, the just value thereof shall be fixed by the board of the Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - AMENDMENTS

These Articles of Incorporation may be amended by the sole member of the Board of directors. These amendments shall be presented to the stockholders and approved by a majority of the voting stockholders at a scheduled stockholder's meeting - UNLESS ALL THE DIRECTORS AND ALL THE VOTING STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTIONS THAT A CERTAIN AMENDMENT OF THE ARTICLE IS MADE.

ARTICLE VI OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

KENNETH WILLIAMS
1835 NW 185 Terrace
Miami, Florida 33055

ARTICLE VII - CONFLICT OF INTEREST

NO contract or other transaction between this Corporation and no other act of this Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation are pecuniarily or otherwise interested in, or are stockholders, directors or officers of such other corporations Any officer, stockholder or director of this corporation individually or any firm or association of which

any officer, stockholder or director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact the individual or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors at which action upon any such contract or transaction shall be taken; of any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the Incorporator(s) to these Articles of Incorporation is (are):

KENNETH WILLIAMS
1835 NW 185 Terrace
Miami, Florida 33055

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 24th day of June 1994.

Signatures of Incorporator(s)

Kenneth L Williams LLC

STATE OF FLORIDA
COUNTY OF DADE

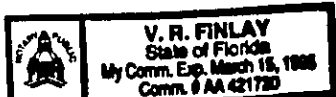
THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of June, 1994 by

KENNETH WILLIAMS

(Name of Incorporator)

of GARDENIA AGING AND ADULT HOME CARE, Inc.

(Name of Corporation)



Notary Public VRF Finlay

My Commission Expires: 3/15/95

PERSONALLY KNOWN BY ME
PRODUCED IN

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GARDENIA AGING AND ADULT HOME CARE, Inc.

2. The name and address of the registered agent and office is: KENNETH WILLIAMS

1835 NW 185 Terrace

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33055

(CITY/STATE/ZIP)

SIGNATURE *Kenneth L. Williams LLC*

(Corporate Officer)

TITLE P/D/S/T

DATE 6/24/94

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Kenneth L. Williams LLC*

(Registered Agent)

ADDRESS 1835 NW 185 Terrace

Miami, Florida 33055

DATE 6/24/94

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