

RENFROW & CHADWICK

Attorneys at Law

Robert P. Renfrow  
James M. Chadwick

**R95000019286**

5858 Central Avenue  
St. Petersburg, Florida 33707  
Phone: (813) 347-8585  
Telefax: (813) 347-3449

March 6, 1995

**\*\*VIA FEDERAL EXPRESS\*\***

Florida Department of State  
Division of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

800001423448  
-03/07/95--01132--018  
\*\*\*122.50 \*\*\*122.50

RE: Palm Terrace Resident Care Corporation  
Reservation No. R95000000899

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for Palm Terrace Resident Care Corporation, along with a copy of Florida Department of State's confirmation of name reservation attached.

We have included a check in the amount of \$122.50 to cover the filing fees, and included is a pre-addressed postage paid return envelope so that you may return copy of filed document to our office.

If I have overlooked anything, or if you have any questions, I can be reached at (813) 347-8585.

Sincerely,

*Virginia A. Reed*  
VIRGINIA A. REED  
Administrative Assistant

/var

Enclosures

*502*

FILED  
RECEIVED STATE  
MAR -7 PM 1:34

original

ARTICLES OF INCORPORATION

OF

Palm Terrace Resident Care Corporation

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

Palm Terrace Resident Care Corporation

55 MAR -7 PM 1:34  
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FEB 27 1967

ARTICLE II

PURPOSE AND POWERS

This Corporation is organized for the purpose of transacting any and all lawful business, and shall have the powers authorized by the laws of the State of Florida, and nothing contained herein shall be deemed to place any limitation upon such statutory corporate powers.

### ARTICLE III

#### REGULATORY AGREEMENT WITH

#### SECRETARY OF HOUSING AND URBAN DEVELOPMENT

The Corporation is authorized to execute a note and mortgage in order to secure a loan to be insured by the Secretary of Housing and Urban Development and to execute a Regulatory Agreement and other documents required by the Secretary in connection with such loan. Upon any dissolution, no title or right to possession and control of any project subject to said Regulatory Agreement, and no right to collect the rents therefrom shall pass to any person or entity not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.

In the event of a conflict between the terms of the Regulatory Agreement, HUD laws and regulations and the terms of these Articles of Incorporation the terms of the Regulatory Agreement, laws and regulations shall prevail.

### ARTICLE IV

#### CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be no cumulative voting of shares.

The consideration for the issuance of said shares of stock or part thereof shall be money current of the United States of America, or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Stockholders of this Corporation at any meeting of said Stockholders; but a determination concerning the issuance of certain shares of stock shall be fixed by the Stockholders of this Corporation at any regular meeting of the Stockholders or at any special meeting for which the meeting is called. The judgment and decision of the Stockholders pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the Corporation and the Stockholders hereof. Any and all shares of stock of this Corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether said consideration be in cash, property or services, and any and all shares of this Corporation's stock so issued shall be deemed fully paid and non-assessable.

#### ARTICLE V

##### TERM OF EXISTENCE

The existence of this Corporation shall commence on the date of the filing of these Articles of Incorporation with the Office of the Secretary of State, State of Florida, and shall thereafter be perpetual.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal place of business of this Corporation is 15330 Sherwood Forest Drive, Tampa, Florida, 33647, and the name of the initial Registered Agent at that address is Robert T. Clement.

#### ARTICLE VII

##### INITIAL INCORPORATOR

The name and address of the initial incorporator of these Articles of Incorporation is:

Robert J. Clement

18421 Aintree Court  
Tampa, FL 33647

#### ARTICLE VIII

##### MANAGEMENT BY STOCKHOLDERS

The business of the Corporation shall be managed by its Stockholders rather than by a Board of Directors. In the management of the business of this Corporation, the act of the Stockholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Stockholders. Each Stockholder shall be entitled to one vote in person or by proxy for each

share of voting stock held by him. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the Stockholders for the management of the Business of the Corporation.

The original By-Laws of this Corporation shall be made, prepared and adopted by the Stockholders of the Corporation by a majority vote thereof. Thereafter, the said By-Laws may be amended by the Stockholders at any regular meeting of said Stockholders or at any special meeting for which such amendment is one of the purposes for which the meeting was called, by a majority of the Stockholders present. The Stockholders shall have full power to specify the rules and conditions under which stock certificates shall be issued and under which lost or destroyed certificates shall be replaced. The Stockholders shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the Corporation (in excess of the capital stock paid in), and the Corporation may, by and through the Stockholders, purchase, sell or trade in the bonds or other obligations of this Corporation, or in the shares of its capital stock; but if the shares of the Corporation's capital stock have been purchased and subsequently there is a reduction, in the manner provided by law of the Corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the

reduction, and shall not be reissued, except as provided by law.

The Stockholders shall elect the Officers of this Corporation who shall consist of the President, Vice President, Secretary and Treasurer. Any person may hold two or more offices. All Officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Stockholders. The duties of all Officers elected by the Stockholders shall be prescribed by the By-Laws or Resolution of the Stockholders. The names and post office addresses of the persons who shall serve as initial officers until their successors are duly qualified, are as follows:

President

Robert J. Clement  
18421 Aintree Court  
Tampa, FL 33647

Vice President/  
Secretary

Robert T. Clement  
15330 Sherwood Forest Drive  
Tampa, FL 33647

Treasurer

Brian R. Clement  
126 Beverly Road  
West Palm Beach, FL 33405

No contract or other transaction between the Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the Stockholders of this Corporation is or are interested in, or is a director or officer of such other corporation; and any Stockholder or Stockholders, individually or jointly, may be a party or parties to or may be

interested in any contract or transaction of this Corporation, or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firms or corporations, shall be affected or invalidated by the fact that any Stockholder or Stockholders of this Corporation is or are party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or corporation, and each and every person who may become a Stockholder of this Corporation is hereby relieved from any liability that might otherwise exist, from contracting with the Corporation for the benefit of himself or any firm or corporation to which he may be in any way indebted.

#### ARTICLE IX

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. However, any amendment which would directly or indirectly affect the provisions contained in Article III hereof may not be adopted without prior approval of the Secretary of Housing and Urban Development (HUD). Every amendment shall be approved by the Stockholders at a meeting by a majority of the Stock entitled to vote thereon.



ARTICLE X

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the price, terms and conditions of the issue of share and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. Notwithstanding Article VIII hereof, this Article may not be amended or deleted without a unanimous approval of all outstanding shareholders.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed and acknowledged by the undersigned Incorporator this 3<sup>rd</sup> day of March, 1995.

  
ROBERT J. CLEMENT


STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

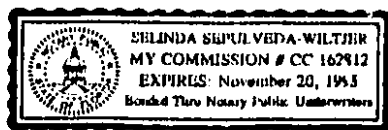
BEFORE ME, the undersigned authority, this date personally appeared Robert J. Clement, to me well known and known to me to be the person in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles as his free and voluntary act and for the uses and purposes expressed therein.

Dated this 3<sup>rd</sup> day of March, 1995.

FILE # C455-770-29-332

  
NOTARY PUBLIC-STATE OF FLORIDA  
AT LARGE

My commission expires: Nov. 20, 1995



PALM TERRACE RESIDENT CARE CORPORATION

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Robert T. Clement, having been named to accept service of process for the above-named corporation at the address designated in the Articles of Incorporation for the corporation, does hereby agree to act in the capacity of Registered Agent for the corporation, and agrees to comply with said Act regarding keeping said office open.

Dated this 3<sup>rd</sup> day of March, 1995.

Robert T. Clement  
ROBERT T. CLEMENT  
Registered Agent

53117-7 PM 1:34

RENFROW & CHADWICK  
Attorneys at Law

Robert P. Renfrow  
James M. Chadwick

3858 Central Avenue  
Tallahassee, Florida 32307  
Phone: (813) 347-8585  
Telefax: (813) 347-3449

VIA FEDERAL EXPRESS

September 25, 1995

Ms. Barbara Keys  
Attorneys' Title Insurance Fund, Inc.  
Leon Branch  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

Return to  
PLU ASAP

RE: Palm Terrace Resident Care Corporation  
Corp. Doc. #P95000019286

000001533880  
09/26/95--01093--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Ms. Keys:

Please file the enclosed Articles of Amendment for Palm Terrace Resident Care Corporation and return one certified copy to our office via Federal Express overnight service. Also enclosed is a check in the amount of \$87.50 made payable to the Secretary of State for fees involved in this transaction.

Our account number with Federal Express is #1148-8894-0.

If you have any questions or problems please do not hesitate to contact me at (813) 347-8585.

Thank you for your assistance in this matter.

Sincerely,

*Virginia A. Reed*  
VIRGINIA A. REED  
Administrative Assistant  
to Agent #3139

/var

Encl.

95 SEP 26 PM 2:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
CAG  
9/24

95 SEP 26 PM 1:03

ARTICLES OF AMENDMENT  
PALM TERRACE RESIDENT CARE CORPORATION

TO: The Florida Department of State

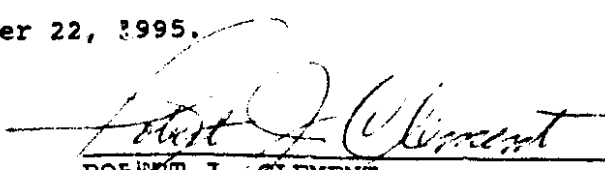
The undersigned, as Incorporator of PALM TERRACE RESIDENT CARE CORPORATION, adopted the below-detailed amendment to the Articles of Incorporation\* on September 22, 1995. The Incorporator made such amendment prior to the issuance of any shares of stock in the above-named corporation. The adopted amendment to the Articles of Incorporation is as follows:

1. Article II to be amended by adding the following second paragraph:

The Corporation is specifically empowered to buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in this Article II, but solely in connection with a project currently known as Palm Terrace Resident Care Center (HUD/FHA Project 067-43089), the development of which is to be financed, in part, by an FHA-insured Mortgage pursuant to Section 232 of the National Housing Act.

The effective date of the amendment is September 22, 1995.

EXECUTED ON: September 22, 1995.

  
ROBERT J. CLEMENT  
Incorporator

\*Amended and Restated, filed September 18, 1995.

FILED  
25 SEP 26 PM 2:36  
TALLAHASSEE, FLORIDA  
STATE

the provisions of Section 215.26, Florida Statutes, I hereby apply for a  
that a State Warrant be drawn in favor of:

ATTORNEY'S TITLE INSURANCE FUND, INC.  
60 E. JEFFERSON STREET, SUITE 200  
ALACHUA, FL 32301  
\$5.00

The moneys I paid into the State Treasury subject to refund, and to  
claim the following facts are submitted:

overpayment of filing fee for Amended and Restated Articles  
for PALM TERRACE RESIDENT CARE CORPORATION (P95000019286)

Amend Clerk: A. Hogan Date Processed: 9-27-95

CORRECT this 18 day of September, 1995.

Barbara H. Keys  
Signature

(FOR AGENCY USE ONLY)

recommends denial of above claim based on the following facts,  
statutory authority for collection:

recommends approval of above claim and submits the following  
to substantiate such claim.

amended \$35.00

requested above was originally deposited into the State Treasury.  
urer's Receipt # 01054 001, Dated 9-13-95

RECEIVED  
95 SEP 18 PM 1:18  
DIVISION OF CORPORATIONS

SAMAS ACCOUNT CODE

|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
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Collection 607.0122

Payment be made from:

SAMAS ACCOUNT CODE

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| 2 | 1 | 3 | 0 | 0 | 0 | 1 | 4 | 5 | 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 2 | 2 | 0 | 0 | 0 | 0 | 0 |
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at this day of , 19.

Corporations

Authorized Signature and Title

In part: "Application for refund as provided by this section  
the Comptroller, except as otherwise provided herein, within 3 years  
to such refund shall have accrued else such right shall be barred."  
interpreted as meaning three years from the date of payment into the

Robert P. Renfrow  
James M. Chadwick

DIVISION OF CORPORATION

Corporation  
Tallahassee, Florida  
(813) 347-5449  
Teletax: (813) 347-5449

VIA FEDERAL EXPRESS OVERNIGHT

September 12, 1995

Attn: Julia  
Attorneys' Title Insurance Fund, Inc.  
Leon Branch  
660 East Jefferson Street, Suite 2200  
Tallahassee, FL 32301

*Amended &  
Restated  
Articles  
Return to  
P. A. S. R. P.*

100001583931  
-09/13/95--01054--001  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Palm Terrace Resident Care Corporation  
Corporation Document Number P95000019286

Dear Julia:

Please file the enclosed Amended and Restated Articles of Incorporation for Palm Terrace Resident Care Corporation with the Secretary of State and return one certified copy of said amended Articles to our office via Federal Express overnight service. our Federal Express account number is 1148-8894-0.

If you have any questions please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,

*Virginia A. Reed*

VIRGINIA A. REED  
Administrative Assistant to  
Robert P. Renfrow, Esquire  
Fund Member #3139

/var

Enclosure

FILED  
95 SEP 18 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*00789, 00664, 00672



**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

**September 14, 1995**

**Attorney's Title Insurance Fund, Inc.  
Atten: Julia  
660 East Jefferson St., Suite 2200  
Tallahassee, FL 32301**

**SUBJECT: PALM TERRACE RESIDENT CARE CORPORATION  
Ref. Number: P95000019286**

**We have received your document for PALM TERRACE RESIDENT CARE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.**

**If you have any questions concerning the filing of your document, please call (904) 487-6907.**

**Annette Hogan  
Corporate Specialist**

**Letter Number: 495A00042282**



**RENFROW & CHADWICK**

Attorneys at Law

Robert P. Renfrow  
James M. Chadwick

95  
RECEIVED  
5858 Central Avenue  
Tallahassee, Florida 33707  
Phone: (813) 347-8585  
Telex: (813) 347-3449  
95 SEP 18 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS OVERNIGHT

September 15, 1995

*Amended  
&  
Restated*

Ms. Barbara Keys  
Attorneys' Title Insurance Fund, Inc.  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

*Return to  
P.O. Box  
Articles*

95 SEP 18 PM 1:25  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: File No. 13-95-3913  
Palm Terrace Resident Care Corporation  
Corp. Document # P95000019286

Dear Ms. Keys:

Per our discussion today, enclosed are Amended and Restated Articles of Incorporation for the above referenced Corporation. We have revised the wording in question (see copy of State's letter).

Please file these Amended Articles with the Secretary of State and return one certified copy of said amended Articles to our office via Federal Express' overnight service. Our Federal Express account number is 1148-8894-0. We include a check in the amount of \$87.50, made payable to the Secretary of State, for filing fees. Please bill us for your services.

If you have any questions please call me at (813) 347-8585. Thank you for your assistance in this matter.

Sincerely,

*Virginia A. Reed*

VIRGINIA A. REED  
Administrative Assistant

/var

Enclosures

9/18/95  
*[Handwritten initials and signatures]*

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

Palm Terrace Resident Care Corporation

FILED  
95 SEP 18 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned sole incorporator hereby executes and acknowledges these Amended and Restated Articles of Incorporation and certifies that no shares of stock in Palm Terrace Resident Care Corporation have been issued and, therefore, pursuant to Florida Statutes Chapter 607.1005, shareholder approval is not required for adoption of these Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be:

Palm Terrace Resident Care Corporation

ARTICLE II

PURPOSE AND POWERS

This Corporation is organized for the purpose of transacting any and all lawful business, and shall have the powers authorized by the laws of the State of Florida, and nothing contained herein shall be deemed to place any limitation upon such statutory corporate powers.

### ARTICLE III

#### REGULATORY AGREEMENT WITH

#### SECRETARY OF HOUSING AND URBAN DEVELOPMENT

The Corporation is authorized to execute a note and mortgage in order to secure a loan to be insured by the Secretary of Housing and Urban Development and to execute a Regulatory Agreement and other documents required by the Secretary in connection with such loan. Upon any dissolution, no title or right to possession and control of any project subject to said Regulatory Agreement, and no right to collect the rents therefrom shall pass to any person or entity not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.

In the event of a conflict between the terms of the Regulatory Agreement, HUD laws and regulations and the terms of these Articles of Incorporation the terms of the Regulatory Agreement, laws and regulations shall prevail.

### ARTICLE IV

#### CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be no cumulative voting of shares.

The consideration for the issuance of said shares of stock or part thereof shall be money current of the United States of America, or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Stockholders of this Corporation at any meeting of said Stockholders; but a determination concerning the issuance of certain shares of stock shall be fixed by the Stockholders of this Corporation at any regular meeting of the Stockholders or at any special meeting for which the meeting is called. The judgment and decision of the Stockholders pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the Corporation and the Stockholders hereof. Any and all shares of stock of this Corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether said consideration be in cash, property or services, and any and all shares of this Corporation's stock so issued shall be deemed fully paid and non-assessable.

#### ARTICLE V

##### TERM OF EXISTENCE

The existence of this Corporation shall commence on the date of the filing of these Amended and Restated Articles of Incorporation with the Office of the Secretary of State, State of Florida, and shall thereafter be perpetual.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal place of business of this Corporation is 18421 Aintree Court, Tampa, Florida, 33647, and the name of the Registered Agent at that address is Robert J. Clement.

ARTICLE VII

INITIAL INCORPORATOR

The name and address of the initial incorporator of these Amended and Restated Articles of Incorporation is:

Robert J. Clement

18421 Aintree Court  
Tampa, FL 33647

ARTICLE VIII

MANAGEMENT BY STOCKHOLDERS

The business of the Corporation shall be managed by its Stockholders rather than by a Board of Directors. In the management of the business of this Corporation, the act of the Stockholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Stockholders. Each Stockholder shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the Corporation entitled to vote, represented in person

or by proxy, shall constitute a quorum at any meeting of the Stockholders for the management of the Business of the Corporation.

The original By-Laws of this Corporation shall be made, prepared and adopted by the Stockholders of the Corporation by a majority vote thereof. Thereafter, the said By-Laws may be amended by the Stockholders at any regular meeting of said Stockholders or at any special meeting for which such amendment is one of the purposes for which the meeting was called, by a majority of the Stockholders present. The Stockholders shall have full power to specify the rules and conditions under which stock certificates shall be issued and under which lost or destroyed certificates shall be replaced. The Stockholders shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the Corporation (in excess of the capital stock paid in), and the Corporation may, by and through the Stockholders, purchase, sell or trade in the bonds or other obligations of this Corporation, or in the shares of its capital stock; but if the shares of the Corporation's capital stock have been purchased and subsequently there is a reduction, in the manner provided by law of the Corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction, and shall not be reissued, except as provided by law.

The Stockholders shall elect the Officers of this Corporation who shall consist of the President, Vice President, Secretary and Treasurer. Any person may hold two or more offices. All Officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Stockholders. The duties of all Officers elected by the Stockholders shall be prescribed by the By-Laws or Resolution of the Stockholders. The names and post office addresses of the persons who shall serve as officers until their successors are duly qualified, are as follows:

President/  
Treasurer

Robert J. Clement  
18421 Aintree Court  
Tampa, FL 33647

Vice President/  
Secretary

Brian R. Clement  
126 Beverly Road  
West Palm Beach, FL 33405

No contract or other transaction between the Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the Stockholders of this Corporation is or are interested in, or is a director or officer of such other corporation; and any Stockholder or Stockholders, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation, or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firms

or corporations, shall be affected or invalidated by the fact that any Stockholder or Stockholders of this Corporation is or are party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or corporation, and each and every person who may become a Stockholder of this Corporation is hereby relieved from any liability that might otherwise exist, from contracting with the Corporation for the benefit of himself or any firm or corporation to which he may be in any way indebted.

#### ARTICLE IX

##### AMENDMENT

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. However, any amendment which would directly or indirectly affect the provisions contained in Article III hereof may not be adopted without prior approval of the Secretary of Housing and Urban Development (HUD). Every amendment shall be approved by the Stockholders at a meeting by a majority of the Stock entitled to vote thereon.

#### ARTICLE X

##### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently



authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the price, terms and conditions of the issue of share and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. Notwithstanding Article VIII hereof, this Article may not be amended or deleted without a unanimous approval of all outstanding shareholders.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been duly executed and acknowledged by the undersigned Incorporator this 11<sup>TH</sup> day of September, 1995.

  
ROBERT J. CLEMENT

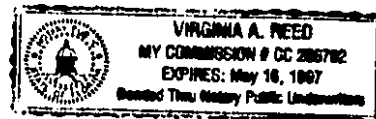
STATE OF FLORIDA  
COUNTY OF PINELLAS

ACKNOWLEDGED BEFORE ME, this 11th day of September, 1995, by Robert J. Clement, as Incorporator of PALM TERRACE RESIDENT CARE CORPORATION, who produced Florida driver's license number C45577029332 as identification, and who executed the foregoing Amended and Restated Articles of Incorporation of PALM TERRACE RESIDENT CARE CORPORATION on behalf of said corporation. Further, such person has acknowledged before me that he executed said Amended and Restated Articles as his free and voluntary act and for the uses and purposes expressed therein.

*Virginia A. Reed*

NOTARY PUBLIC-STATE OF FLORIDA  
AT LARGE

My commission expires: 5/16/97



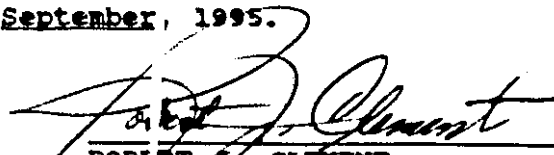
PALM TERRACE RESIDENT CARE CORPORATION

ACCEPTANCE BY REGISTERED AGENT

FILED  
95 SEP 18 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Robert J. Clement, having been named to accept service of process for the above-named corporation at the address designated in the Amended and Restated Articles of Incorporation for the corporation, does hereby agree to act in the capacity of Registered Agent for the corporation, and agrees to comply with said Act regarding keeping said office open.

Dated this 11<sup>TH</sup> day of September, 1995.

  
ROBERT J. CLEMENT  
Registered Agent