

P95000029855

TRANSMITTAL LETTER

RECEIVED
APR 17 1995
STATE OF FLORIDA
TALLAHASSEE

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001448258
-04/05/95--01095--012
*****78.75 *****78.75

SUBJECT: Senior Care Advisors, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

- \$70.00
Filing Fee
- \$78.75
Filing Fee & Certificate
- \$122.50
Filing Fee & Certified Copy
- \$131.25
Filing Fee, Certified Copy & Certificate

FROM: Patsy G Buckley & Sandy Morucci
Name (printed or typed)

635 Mac Glenross Dr
Address

Oviedo, FL 32765-4815-7614
City, State & Zip

(407) 359-9705 or (407) 831-0229 4/5/95
Daytime Telephone number

0067 G
00615
0067

78

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1995

PATSY G. BUCKLEY
635 MAC GLENROSS DRIVE
OVIEDO, FL 32765

SUBJECT: SENIOR CARE ADVISORS, INC.
Ref. Number: W95000007614

We have received your document for SENIOR CARE ADVISORS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 195A00016073

ARTICLES OF INCORPORATION
OF
SENIOR CARE ADVISORS, INC.

SECRET
MAY 17 1965
FALLAS, ARIZONA

THE UNDERSIGNED, Being of legal age and a natural person, does hereby subscribe to and acknowledge and file the following Articles of Incorporation for the purposes of creating a Corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

SENIOR CARE ADVISORS, INC.
(The "Corporation"), and its initial address shall be:

635 MacGlenross Drive
Oviedo, Florida 32765

ARTICLE II
PURPOSE AND MAILING ADDRESS OF THE CORPORATION

This corporation will engage in any activity or business permitted by the laws of the State of Florida. The principal place of business and mailing address of this corporation shall be:

635 MacGlenross Drive
Oviedo, Florida 32765

ARTICLE III
INCORPORATED CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| Number of Shares Authorized | Par Value Per Share | Class of Stock |
|-----------------------------|---------------------|----------------|
| 50 | \$1.00 | Common |

The consideration for all of the above stock shall be payable in cash, property (real and personal), labor or services in lieu of cash, at a valuation to be fixed by the Board of Directors of the Corporation.

**ARTICLE IV
INITIAL REGISTERED OFFICE**

The initial registered office and name of the Corporation's initial Registered Agent shall be:

Patsy G. Buckley, Initial Registered Agent
635 MacGlenross Drive
Oviedo, Florida 32765

**ARTICLE V
NAMES AND ADDRESSES OF THE INCORPORATORS**

Patsy G. Buckley
635 MacGlenross Drive
Oviedo, Florida 32765

Sandra L. Morucci
1352 North Marcy Drive
Longwood, Florida 32750

**ARTICLE VI
CORPORATION DURATION AND COMMENCEMENT OF EXISTENCE**

This corporation shall commence its existence immediately upon filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE VII
NUMBER OF DIRECTORS**

This corporation shall have at least one director, with the exact number to be specified from time to time by the shareholders, unless the shareholders shall by a majority vote thereafter, determine that the corporation be managed by the shareholders.

**ARTICLE VIII
NAMES AND ADDRESSES OF THE INITIAL DIRECTORS**

Patsy G. Buckley
635 MacGlenross Drive
Oviedo, Florida 32765

Sandra L. Morucci
1352 North Marey Drive
Longwood, Florida 32750

**ARTICLE IX
CONFLICTS OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are the officers or directors of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be party to, or may be pecuniarily to otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be known to the Board of Directors who is also a Director or a majority thereof, and any Director of this corporation who is also a Director or Officer of such other corporation, or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a Director or Officer of such other corporation, if not so interested.

**ARTICLE X
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator herein above named, for the purpose of forming a corporation under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that these facts herein stated are true, and hereunto sets his hand and seal this 31 day of March, 1995.


Patsy G. Buckley

STATE OF FLORIDA)
) SS
COUNTY OF SEMINOLE)

SECRETARY OF STATE
STATE OF FLORIDA
APR 17 1995

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared:

Patsy G. Buckley

to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same for the purposes herein set forth.

WITNESSETH, my official hand and seal this 31st day of March, 1995.

Mary J. Hartsfield
NOTARY PUBLIC, STATE AT LARGE



MARY J HARTSFIELD
My Commission CC334380
Expires Dec. 08, 1997
Bonded by HAI
800-422-1555

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT:

I, the undersigned, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Patsy G. Buckley
Signature of Registered Agent

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, Personally appeared:

Patsy G. Buckley

to me known to be the person described in and who executed the foregoing acceptance of Registered Agent, and he acknowledged to me that he executed the same for the purposes hereinset forth.

WITNESSETH, my official hand and seal this 13th day of April, 1995.

Mary J. Hartsfield
NOTARY PUBLIC, STATE AT LARGE



MARY J HARTSFIELD
My Commission CC334380
Expires Dec. 08, 1997
Bonded by HAI
800-422-1555

My Commission Expires:

P95000029855

SANDRA L. MORUCCI
1352 N. MARCY DRIVE
LONGWOOD, FLORIDA 32750

OCTOBER 1, 1995

DIVISION OF CORPORATIONS
P.O. BOX 8327
TALLAHASSEE, FL. 32314

*Resignation
of
officer*

300001655309
-12/06/95--01119--003
*****35.00 *****35.00

TO WHOM IT MAY CONCERN,

EFFECTIVE OCTOBER 1, 1995 I SANDRA L. MORUCCI HAVE RESIGNED AS DIRECTOR OF THE COMPANY SENIOR CARE ADVISORS, INC. I RELINQUISHED ALL MY RIGHTS AND OWNERSHIP OF STOCKS TO PATSY BUCKLEY. I AM NO LONGER AFFILIATED WITH THE CORPORATION.

ENCLOSED IS A COPY OF MY LETTER OF RESIGNATION TO THE COMPANY.

I HAVE ALSO ENCLOSED A CHECK OF \$35.00 OF WHICH I WAS INFORMED WAS THE PROCESSING FEE TO FORMALLY REMOVE MY NAME FROM THE CORPORATION PAPERS.

I WOULD APPRECIATE A FORMAL ACKNOWLEDGEMENT SENT TO ME AS SOON THE PAPERWORK IS PROCESSED. THANK YOU.

SINCERELY,

Sandra L. Morucci
SANDRA L. MORUCCI

SM
ENCLOSURE

C. TR. _____
FEE _____ 35
RECEIVED BY _____
DATE _____
BY _____ 35
NO. _____
INITIALS _____
REMARKS _____

95 NOV 15 PM 3:35
FILED
TALLAHASSEE, FLORIDA
STATE

95 NOV 15 AM 8:10
RECEIVED
DIVISION OF CORPORATIONS

| | |
|---------------|----------|
| Date | 11/15/95 |
| Presented by | ADH |
| Examiner | ADH |
| Director | ADH |
| Sup. | ADH |
| Verifier | ADH |
| Acknowledged | ADH |
| W.P. Verifier | ADH |



Senior Care Advisors, Inc.

FILED
95 NOV 15 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCTOBER 1, 1995

PATSY BUCKLEY, M.S., C.S.M.
SENIOR CARE ADVISORS, INC.
835 MACGLENROSS DRIVE
OVIDO, FL. 32705

DEAR PATSY,

AS OF THIS DATE, I AM FORMALLY EXTENDING MY RESIGNATION AS DIRECTOR OF SENIOR CARE ADVISORS, INC. I RELINQUISH ALL MY RIGHTS AND OWNERSHIP OF STOCKS OF SENIOR CARE ADVISORS, INC. TO PATSY BUCKLEY.

I AM OFFERING TWO WEEKS NOTICE SO THAT THE TRANSITION CAN BE MADE AS SMOOTH AS POSSIBLE. PLEASE LET ME KNOW IF THERE IS ANYTHING SPECIFIC THAT YOU WOULD LIKE ME TO COMPLETE.

IT HAS BEEN A PLEASURE BEING A PART OF THE COMPANY.

YOURS TRULY,

Sandra L. Morucci, DTR

SANDRA L. MORUCCI, D.T.R.

SM