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DICKINSON & GIBBONS, P.A.

ATTORNEYS AT LAW

*Established 1937*

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May 19, 1995

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Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

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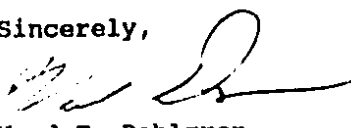
Re: Riverwood Retirement Residence, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation for the above, and our check for \$70.00 in payment of the required filing fees.

Please file these papers as soon as possible and send proof of filing to the undersigned.

Sincerely,

  
Ward E. Dahlgren

WED/emr  
Enc.

FILED  
95 MAY 24 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
RIVERWOOD RETIREMENT RESIDENCE, INC.

FILED  
95 MAY 24 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **Riverwood Retirement Residence, Inc.** The address of the principal office of this corporation shall be 4300 Riverwood Avenue, Sarasota, Florida 34236, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; to engage in any other lawful business; and to do any and all acts and things necessary, convenient, expedient, ancillary or in aid to the accomplishment of the foregoing.

ARTICLE III. STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV.**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Paris R. Shay, III  
4300 Riverwood Avenue  
Sarasota, FL 34231

**ARTICLE V. INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is: Emily M. Runyan, 1750 Ringling Boulevard, Sarasota, FL 34236.

**ARTICLE VI.**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1750 Ringling Boulevard, Sarasota, FL 34236, and the name of the initial registered agent of the corporation at that address is Ward E. Dahlgren.

IN WITNESS WHEREOF, the undersigned has made and subscribed the foregoing Articles of Incorporation.

 (SEAL)  
Emily M. Runyan

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21<sup>st</sup>  
day of May, 1995, by Emily M. Runyan, who is personally known to me  
or who has produced a Florida Driver License as identification.

  
Notary Public

My Commission Expires: 12-28-98



CAROL A. WALTERSDORF  
My Commission CC430198  
Expires Dec 28 1998  
Bonded by HAI  
R00-482 1886

FILED  
95 MAY 24 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
Ward E. Dahlgren,  
Registered Agent