

P9500046096

TUDD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

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****122.50 ****122.50

OFFICE USE ONLY

FILED
95 JUN 14 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. New Century Living Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

1:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

MENDMENTS	
<input type="checkbox"/>	An lment
<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

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

D. BROWN JUN 14 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
NEW CENTURY LIVING, INC.

FILED
95 JUN 16 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of NEW CENTURY LIVING, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

New Century Living, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

147 Live Oak Road
Winter Garden, Florida 34787

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 147 Live Oak Road, Winter Garden, Florida 34787 as the street address of the initial registered office of the corporation and names Richard L. Wood the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has five (5) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names of the initial directors are:

Leigh A. Wilson

Richard L. Wood

David A. Ostlie

Glen J. Pawlowski

John Perry

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

L. Kinder Cannon III

50 N. Laura Street
Suite 3900
Jacksonville, FL 32202


ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such

person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

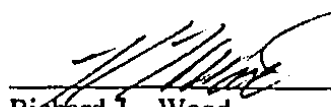
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on June 7, 1995.


L. Kinder Cannon III
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: June 12, 1995


Richard L. Wood
Registered Agent

JAX-158863

FILED
95 JUN 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000046096
FILED

96 JAN 25 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-01/25/96--01063--003
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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(Corporation Name) (Document #)
2. _____
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4:00
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certified Copy
☐ Certificate of Status

RECEIVED
96 JAN 25 PM 12:03
DIVISION OF CORPORATION

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

AMENDMENTS	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS JAN 25 1996

Examiner's Initials

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
NEW CENTURY LIVING, INC.

FILED

96 JAN 25 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1005 and 607.1006 of the Florida Statutes, the Articles of Incorporation of NEW CENTURY LIVING, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment.

WHEREAS, Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on June 14, 1993;

WHEREAS, no shares of the Corporation have been issued; and

WHEREAS, pursuant to Section 607.1005, Florida Statutes, this amendment may be made by the sole incorporator, without action by the proposed shareholders of the Corporation;

NOW, THEREFORE, BE IT KNOWN THAT Article VI of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation has three (3) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names of the directors of the Corporation are:

Leigh A. Wilson

Richard L. Wood

Glen J. Pawlowski

The foregoing amendment was adopted by the sole incorporator of the Corporation, in accordance with Section 607.1005, Florida Statutes, on January 24, 1996, and no shareholder action is required by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed this instrument this 24th day of January, 1996.



L. Kinder Cannon III,
as sole incorporator