

P960000019053

February 16, 1996

Florida Department of State
Division of Corporations
New Filings Section
P. O. Box 6327
Tallahassee, Florida 32314

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-02/20/96--01016--012
*****122.50 *****122.50

Dear Sir/Madam:

Attached, please find the Articles of Incorporation for The Wesley Group.

Please direct all correspondence relative to this Corporation to:

Viola Salaam
216 Tallulah Avenue
Jacksonville, Florida 32208

TN: (904) 765-8741

FILED
96 MAR -1 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Respectfully,

Viola Salaam

Viola Salaam
Registered Agent

W96-4047

*Also, please find attached my check for \$122.50 to
cover the cost of Filing.*

AL MAR - 1 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 22, 1996

VIOLA SALAAM
216 TALLULAH AVE.
JACKSONVILLE, FL 32208

SUBJECT: THE WESLEY GROUP, INCORPORATED
Ref. Number: W96000004047

We have received your document for THE WESLEY GROUP, INCORPORATED 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The corporate name must be identical throughout the document.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 596A00007797

Articles of Incorporation

Of

The Wesley Group of North Florida , INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of the Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for a corporation under the laws of the State of Florida.

Article I. Name

The name of this corporation is:

The Wesley Group of North Florida, Incorporated

Article II. Nature of Business

The Corporation is a corporation for profit and is organized, to engage in the Adult Congregate Living Facility business and for the following purposes:

- A. To make gifts of its property of cash either to charitable organizations or otherwise, when deemed in the interest of the corporation. To also adopt such pension profit sharing stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors, and others as the Board of Directors may deem to be in the best interest of the corporation.
- B. To transact in any lawful business or activity for which the corporation is organized pursuant to the provisions of the Florida Business Corporation Code and as above provided.
- C. To render service, manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and service of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- D. To contract debt 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.

- E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- F. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidence 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.
- G. To become guarantor or surety for any person, firm or corporation for any purpose of transaction whatsoever.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

Article III. Capital Stock

The corporation shall be authorized to issue its common stock in accordance with the provision of section 1244 of the Internal Revenue Code of 1954, as amended, pursuant to such prior plans as it may from time to time adopt at its first organizational meeting.

The maximum number of shares of common stock the corporation shall be authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock of the par value of \$5.00 per share; and the corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than \$550 for the issuance of its shares of common stock.

None of the holders of shares of common stock of the corporation shall be entitled as a matter of right of purchase, subscribed for or otherwise acquire any new or additional shares of capital stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

Article IV. Initial Capital

The amount of capital with which this corporation will begin business is Five Hundred Fifty Dollars (\$550.00)

Article V. Term of Existence

This corporation shall have perpetual existence.

Article VI. Address

The post office address of the principal office of the corporation in the State of Florida is:

Route 5, Box 144-B
Quincy, Florida 32351

The Board of Directors may from time to time move the office to any other place in Florida.

Article VII. Directors

The initial Board of Directors of the corporation shall consist of four (4) members. The number of directors may increase or diminish from time to time, but should not be less than one. The name and post office address of the members of the first Board of Directors of this corporation are:

Name

Address

Marjorie Abdulhakeem

**Route 2, Box 215
Havana, Florida 32333**

Richard Walker

**5791 University Club Blvd, N.
Apartment #708
Jacksonville, Florida 32277**

Viola Salaam

**216 Tallulah Avenue
Jacksonville, Florida 32208**

William Collins

**Route 5, Box 144 C
Quincy, Florida 32351**

Article VIII. Registered Agent

The Name and Address of the initial registered agent shall be:

<u>Name</u>	<u>Address</u>
Viola Salaam	216 Tallulah Avenue Jacksonville, Florida 32208

Article IX. Subscribers

The names and post office addresses of the subscribers of these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Richard Walker	5791 University Club Blvd, N. Apartment #708 Jacksonville, Florida 32277
Tani Williams	5791 University Club Blvd, N. Apartment #708 Jacksonville, Florida 32277
Ernest Salaam	216 Tallulah Avenue Jacksonville, Florida 32208
Viola Salaam	216 Tallulah Avenue Jacksonville, Florida 32208
Gwendolyn McNeil	1049 Bunker Hill Blvd. Jacksonville, Florida 32208
Johnny McNeil	1049 Bunker Hill Blvd. Jacksonville, Florida 32208
Jihad Abdulhakeem	Route 2, Box 215 Havana, Florida 32333

Article IX. Subscribers (cont.)

<u>Name</u>	<u>Address</u>
Marjorie Abdulhakeem	Route 2, Box 215 Havana, Florida 32333
William Collins	Route 5, Box 144-C Quincy, Florida 32351
Marilyn Collins	Route 5, Box 144-C Quincy, Florida 32351
Nekesha Walker	Route 5, Box 144-B Quincy, Florida 32351

Article X. Miscellaneous

This corporation shall have the right to amend or repeal any provision contained herein in these articles of incorporation and any right conferred upon the stock holders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement, record in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restriction of the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-laws is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defects of insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the

Board of Directors of the corporation, which acts upon or in reference to such contract or transaction, and notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize approve or ratify such contract or transaction by a vote of majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law's and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XI. Indemnity

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding, it shall be found by the majority in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

Article XII. Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a simple majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intent that a certain amendment of these articles of incorporation are made.

Article XIII. Effective Date

These articles shall be effective, and incorporated existence shall commence, as of February 15, 1996.

Dated: February 15, 1996

John Wall
"Incorporator"

William Collins
"Incorporator"

Johnny McNea
"Incorporator"

Marilyn D. Ellis
"Incorporator"

Myron Abdulhakam Gwendolyn McNeid
"Incorporator"

Jihad Abdulhakam
"Incorporator"

Ernest Salaam
"Incorporator"

Shesha Walker
"Incorporator"

Jani Williams
"Incorporator"

Viola Salaam
"Incorporator"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article XIV. Registered Agent's Acceptance

I, Viola Salaam, accept the responsibilities of registered agent of The Wesley Group ~~Incorporated~~ of North Florida, Incorporated.

Viola Salaam
"Registered Agent"

In WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hand and affixed their seal this 15th day of February, 1996.

Richard Walker (SEAL)
Johnny McNeil (SEAL)
Gwendolyn McNeil (SEAL)
Jihad Abdulhakeem (SEAL)
Nekesha Walker (SEAL)
Marjorie Abdulhakeem (SEAL)
William Collins (SEAL)
Marilyn Collins (SEAL)
Tani Williams (SEAL)
Ernest Salaam (SEAL)
Viola Salaam (SEAL)

STATE OF FLORIDA)

) ss

COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Richard Walker, Tani Williams, Ernest Salaam, Viola Salaam, Johnny McNeil, Gwendolyn McNeil, Jihad Abdulhakeem, Marjorie Abdulhakeem, William Collins, Marilyn Collins, and Nekesha Walker to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16th day of February, 1996.

Betty L. Powell
Notary Public, State of Florida
My commission expires: _____

