

# P 96000025541

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE:

Community Center  
96 MAR 22 11:00 AM  
TALLAHASSEE, FLORIDA

Capital Express™  
☒ Art. of Inc. Filing  
☐ Corp. Record Search  
☐ Ltd. Partnership Filing  
☒ Foreign Corp. Filing  
☒ ( ) Cert. Copy(s)

Art. of Amend. Filing  
Dissolution/Withdrawal  
C U S-  
Fictitious Name Filing

Name Reservation  
Annual Report/Reinstatement  
Reg. Agent Service  
Document Filing

Corporate Kit  
Vehicle Search  
Driving Record  
Document Retrieval

UCC 1 or 3 Filing  
UCC 11 Search  
UCC 11 Retrieval  
File No.'s, Copies  
Courier Service  
Shipping/Handling  
Phone ( )  
Top Priority  
Express Mail Prep.  
FAX ( ) pgs.

SUBTOTALS

FEE.....  
DISBURSED.....  
SURCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID.....  
BALANCE DUE.....  
\$

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY \_\_\_\_\_

WALK-IN 3/22 11:00  
Will Pick Up

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**FILED**

**ARTICLES OF INCORPORATION  
OF  
COMMUNITY ASSISTED LIVING CENTERS, INC.**

96 MAR 22 AM 11:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**Name**

The name of the Corporation shall be: Community Assisted Living Centers, Inc.

**ARTICLE II**  
**Address**

The mailing address and address of the principal office of the Corporation is: 2440 Tamiami Trail North, Nokomis, FL 34275.

**ARTICLE III**  
**Duration**

The Corporation shall have perpetual existence commencing on the date of filing hereof.

**ARTICLE IV**  
**Purpose**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE V**  
**Capital Stock / Rights of Stockholders**

1. **Number and Classes of Shares.** The total number of shares of stock which the Corporation shall have the authority to issue is fifty million (50,000,000) shares of common stock (the "Common Stock") without par value, and ten million (10,000,000) shares of preferred stock (the "Preferred Stock") without par value. The capital stock of this Corporation shall not be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed. No stockholder of the Corporation is individually liable for the debts or liabilities of the Corporation.

2. **Authority of the Board of Directors Relative to Shares.** The shares of stock of the Corporation may be issued, from time to time, in one or more series, and each series shall be known and designated by such designations as may be stated and expressed in a resolution or resolutions adopted by the Board of Directors of the Corporation and as shall have been set forth in a certificate made, executed, acknowledged, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issue of stock of such series together with such additional number of shares as the Board of Directors by resolution or resolutions may from time to time determine to issue as a part of such

series. All shares of any one series of such stock shall be alike in every particular except that shares issued at different times may accumulate dividends from different dates. The Board of Directors shall have full power and authority to state and determine in the resolution or resolutions providing for the issue of each series of stock the number of shares of each such series authorized to be issued, the voting powers (if any) and the designations, preferences and relative, participating, optional or other rights appertaining to each such series, and the qualifications, limitations or restrictions thereof. The Board of Directors may from time to time decrease the number of shares of any series of stock (but not below the number thereof then outstanding) by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof and may assign such unissued shares to an existing or newly created series. The foregoing provisions of this Section 2 with respect to the creation or issuance of series of stock shall be subject to any additional conditions with respect thereto which may be contained in any resolutions then in effect which shall have theretofore been adopted in accordance with the foregoing provisions of this Section 2 with respect to any then outstanding series of stock.

3. Voting Rights. Each holder of Common Stock shall have one vote in respect to each share of Common Stock held on all matters voted upon by the stockholders. The Preferred Stock shall have no voting rights and shall have no rights to receive notice of any meetings except as required by law or expressly provided in the resolution establishing any series thereof.

4. Dividend Rights. The holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

5. Outstanding Shares. The Board of Directors of this Corporation shall have the authority to acquire by purchase and hold from time to time any shares of its issued and outstanding stock for such consideration and upon such terms and conditions as the Board of Directors in its discretion shall deem proper and reasonable in the interest of this Corporation. Such shares may be designated or redesignated and altered, and issued or reissued, hereunder, by action of the Board of Directors.

6. Cumulative Voting. No Stockholder of the Corporation shall be entitled to cumulative voting of his or her shares for the election of Directors.

7. Preemptive Rights. No Stockholder of the Corporation shall have any preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

8. Special Meetings of Stockholders. Special meetings of the Stockholders of the Corporation for any purpose or purposes may be called at any time by the President of the Corporation, or by a majority of the members of the Board of Directors. Special meetings of Stockholders of the Corporation may not be called by any other person or persons or entity.

#### ARTICLE VI

##### **Initial Registered Office and Agent**

The name and street address of the initial registered agent and office of the Corporation is: John F. Robenalt, Esq., 2440 Tamiami Trail North, Nokomis, Florida 34275

#### ARTICLE VII

##### **Board of Directors**

1. Management of Corporate Affairs. The business and affairs of the Corporation shall be managed by a Board of Directors. The number of directors of the Corporation shall be fixed from time to time by or pursuant to a resolution passed by the Board of Directors of the Corporation or the Bylaws.

2. Classes of Directors. The directors of the Corporation shall be and are divided into three classes: Class I, Class II and Class III. The number of directors in each class shall be as nearly equal as the then-authorized number of directors constituting the Board of Directors permits. Each director shall serve for a term ending on the date of the third Annual Meeting following the Annual Meeting in which such director was elected; provided, however, that each initial director in Class I shall serve for a term ending on the date of the Annual Meeting held in 1999, each initial director in Class II shall serve for a term ending on the date of the Annual Meeting held in 2000, and each initial director in Class III shall serve for a term ending on the date of the Annual Meeting held in 2001.

3. Increase/Decrease in Authorized Number. In the event of any increase or decrease in the authorized number of directors:

[i] Each director then serving shall nevertheless continue as a director of the class of which he is a member until the expiration of his term or his prior death, retirement, resignation or removal; and

[ii] the newly-created or eliminated directorships resulting from any increase or decrease shall be apportioned by the Board of Directors among the three classes so as to keep the number of directors in each class as nearly equal as possible.

4. Termination of Service. Notwithstanding anything stated in these Articles of Incorporation to the contrary, each director shall serve until his successor is elected and qualified or until his death, retirement, resignation or removal.

5. Vacancy. Should a vacancy in the Board of Directors occur or be created (whether arising through death, retirement, resignation or removal or through an increase but not a decrease in the number of authorized directors), such vacancy shall be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the board of Directors. A director so elected to fill a vacancy shall serve for the remainder of the term of the class to which he was elected.

6. Quorum. A majority of the total number of the whole Board of Directors shall constitute a quorum at all meetings of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law or the Corporation's Articles of Incorporation or Bylaws. If one or more of the directors shall be disqualified to vote at any meeting, the required quorum shall be reduced by one for each such director so disqualified; provided, however, that in no case shall less than one-third (1/3) of the total number of the whole Board of Directors fixed in accordance with this Article VII constitute a quorum. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

7. Removal. Any director elected by the Stockholders, or by the Board of Directors to fill a vacancy, may be removed only for cause by the affirmative vote of the holders of at least seventy-five (75%) percent of the combined voting power of the shares of capital stock of the Corporation outstanding and entitled to vote for the election of directors.

## **ARTICLE VIII**

### **Bylaws**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors by the affirmative vote required under the Bylaws is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

## **ARTICLE IX**

### **Indemnification**

1. **Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is involved in any pending, threatened, or completed civil, criminal, administrative, or arbitration action, suit, or proceeding, or any appeal therein or any inquiry or investigation which could lead to such action, suit, or proceeding (a "proceeding"), by reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any constituent corporation absorbed by the Corporation in a consolidation or merger, or by reason of his or her being or having been a director, officer, trustee, employee, or agent of any other corporation (domestic or foreign) or of any partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise (whether or not for profit), serving as such at the request of the Corporation or of any such constituent corporation, or the legal representative of any such director, officer, trustee, employee, or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Florida law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted prior to such amendment), from and against any and all reasonable costs, disbursements and attorneys' fees, and any and all amounts paid or incurred in satisfaction of settlements, judgments, fines, and penalties, incurred or suffered in connection with any such proceeding, and such indemnification shall continue as to a person who has ceased to be a director, officer, trustee, employee, or agent and shall inure to the benefit of his or her heirs, executors, administrators, and assigns; provided, however, that except as provided in Section 2 of this Article IX, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was specifically authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article IX shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in connection with any proceeding in advance of the final disposition of such proceeding as authorized by the Board of Directors; provided, however, that, if Florida law so requires, the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon receipt by the Corporation of an undertaking, by or on behalf of such director, officer, employee, or agent, to repay all amounts so advanced unless it shall ultimately be determined that such person is entitled to be indemnified under this Article IX or otherwise.

2. **Right of Claimant to Bring Suit.** If a claim under Section 1 of this Article IX is not paid in full by the Corporation within thirty (30) days after a written request has been received by the Corporation, the claimant may, at any time thereafter, apply to a court for an award of indemnification by the Corporation for the unpaid amount of the claim and, if successful on the merits or otherwise in connection with any proceeding, or in the defense of any claim, issue, or matter therein, the claimant shall be entitled also to be paid by the Corporation any and all expenses incurred or suffered in connection with such proceeding. It shall be a defense to any such action (other than an action brought to enforce a claim for the advancement of expenses incurred in connection with any proceeding where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible

under Florida law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel, or its Stockholders) to have made a determination prior to the commencement of such proceeding that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth by Florida law, nor an actual determination by the Corporation (including its Board of Directors, its independent legal counsel, or its Stockholders) that the claimant has not met such applicable standard of conduct, nor the termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

3. Non-Exclusivity of Rights. The right to indemnification and advancement of expenses provided by or granted pursuant to this Article IX shall not exclude or be exclusive of any other rights to which any person may be entitled hereunder, or pursuant to the Articles of Incorporation, the Bylaws, or any agreement, vote of Stockholders, or otherwise; provided, that no indemnification shall be made to or on behalf of such person if a judgment or other final adjudication adverse to such person establishes that such person has not met the applicable standard of conduct required to be met under Florida law.

4. Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation, or of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any expenses incurred in any proceeding and against any liabilities asserted against him or her by reason of such person's being or having been such a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify such person against such expenses and liabilities under the provisions of this Article IX or otherwise.

5. Repeal or Modification of Indemnification Provision. Any repeal or modification of this Article IX by the Stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability or right to indemnification or advancement of expenses hereunder existing at the time of such repeal or modification.

## **ARTICLE X**

### **Incorporator**

The name and address of the person signing these Articles of Incorporation is: John F. Robenalt, Esq., 2440 Tamiami Trail North, Nokomis, Florida 34275

## **ARTICLE XI**

### **Business Combinations and Dissolutions**

1. Authorization of Business Combination. In addition to any affirmative vote required by law or these Articles of Incorporation or the Bylaws of the Corporation, the affirmative vote of the holders of not less than 75% of all of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors of the Corporation shall be required for the approval or authorization of any Business Combination (as hereinafter defined) or dissolution of the Corporation. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage vote may be specified by law or in any agreement or otherwise. However, such 75% voting requirement shall not be applicable if the Business Combination is solely between the Corporation and another corporation of which the Corporation owns, directly or indirectly, one hundred percent of the outstanding capital stock entitled to vote in the election of directors of such corporation.

2. Definition. For purposes of this Article XI, the term "Business Combination" shall mean:

- [i] Any merger or consolidation of the Corporation in which:
  - (a) the Corporation fails to survive that involves all or any substantial part of the assets of the Corporation, or
  - (b) the shares of capital stock of the Corporation entitled to vote generally in the election of directors of the Corporation outstanding immediately prior thereto represent either by remaining outstanding, or by being converted into voting stock of the surviving entity less than 80% of the voting power of shares of capital stock of the Corporation entitled to vote generally in the election of directors of the Corporation (or such surviving entity), directly or indirectly, immediately after such merger or consolidation,
- [ii] any sale, exchange, transfer or other disposition (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation, or
- [iii] the execution of any agreement, contract or other arrangement providing for any of the transactions described in the definition of Business Combination.

#### ARTICLE XII Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Stockholders is subject to this reservation. Any amendment or deletion of any provision contained in the Articles of Incorporation must be approved by the affirmative vote of the holders of not less than 75% of all of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of March, 1986.

  
John F. Robenalt

FILED

ACCEPTANCE BY REGISTERED AGENT

96 MAR 22 AM 11:48  
I, THE UNDERSIGNED PERSON, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THE ARTICLES OF INCORPORATION, HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 21<sup>st</sup> DAY OF March, 1996.

by: John F. Robenalt  
John F. Robenalt, Esq.  
(Registered Agent)

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of March, 1996, by JOHN F. ROBENALT, ESQ., who is personally known to me and who did not take an oath.

NOTARY PUBLIC

sign: Thomas B. Luzier  
print: Thomas B. Luzier  
State of Florida at Large (Seal)  
My Commission Expires:

OFFICIAL NOTARY SEAL  
THOMAS B. LUZIER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC217253  
MY COMMISSION EXP. JULY 22, 1996



P96000025541

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

COMMUNITY ASSISTED LIVING CENTERS, INC., a Fla corp. P96000025541

INTO

**JLH ACQUISITION CORPORATION**, a Florida corporation, P97000013305

File date: April 10, 1997

Corporate Specialist: Annette Hogan