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ACCOUNT NO. : 072100000032

REFERENCE : 901782 7107399

AUTHORIZATION : *Patricia Pizjts*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 29 AM 11:04

ORDER DATE : March 29, 1996

ORDER TIME : 3:45 PM

ORDER NO. : 901782

CUSTOMER NO: 7107399

800001768618

CUSTOMER: Ms. Claudia F. Merchant  
CLAUDIA F. MERCHANT

920 Edgewater Court

Longwood, FL 32750

DOMESTIC FILING

NAME: SENIOR ASSURANCE GROUP, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

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*SA 42*

ARTICLES OF INCORPORATION

OF

SENIOR ASSURANCE GROUP, INC.

In compliance with the requirements of Florida Statute 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I: NAME

The name of this corporation is SENIOR ASSURANCE GROUP, INC.

ARTICLE II: DURATION

The existence of this corporation shall begin on April 1, 1996, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III: ADDRESS

The address of the principal office of the corporation is 920 Edgewater Court, Longwood, Florida 32750.

ARTICLE IV: PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business within the State of Florida.

The foregoing shall be construed in accordance with the applicable provisions of law and, and to the extent therein permitted, shall be construed as powers as well as purposes and shall not be considered to exclude, limit or restrict in any manner any power, right or privilege given to the corporation by law, or to limit or restrict the general powers of the corporation as found in the Florida Statutes or any other applicable statute, regulation, decision or ruling now or thereafter in effect.

Nothing contained herein shall be construed as giving the corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of any purpose, power or object prohibited by the laws of the State of Florida, or of any other state, or of any other territory, dependency or foreign country in which the corporation may carry on business, shall not invalidate any other purpose, power or object not so prohibited by reason of its contiguity or apparent association therewith.

ARTICLE V: STOCK

The maximum number of shares this corporation is authorized to issue is 100 shares of no par value in common stock. The consideration to be paid for each share shall be fixed by the Board of Directors.

Common stock of the corporation shall be issued as "small business corporation stock" in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

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All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters in which the shareholders have the right to vote.

#### ARTICLE VI: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 920 Edgewater Court, Longwood, Florida 32750; and the name of the initial registered agent of this corporation at that address is Claudia F. Merchant.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may either be increased or diminished from time to time by the bylaws. The names and addresses of the directors of this corporation are:

Claudia F. Merchant -- President,  
920 Edgewater Court,  
Longwood, Florida 32750

Mark R. Merchant -- Treasurer,  
920 Edgewater Court  
Longwood, Florida 32750

Claudia F. Merchant, Secretary  
920 Edgewater Court  
Longwood, Florida 32750

#### ARTICLE IX: INCORPORATORS

The names and addresses of the persons signing these articles are:

Claudia F. Merchant, 920 Edgewater Court, Longwood, Florida 32750  
Mark R. Merchant, 920 Edgewater Court, Longwood, Florida 32750

#### ARTICLE X: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the stockholders.

#### ARTICLE XI: APPROVAL OF SHAREHOLDERS REQUIRED FOR MEETING

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XII: MANAGEMENT AS A CORPORATION OF SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of this corporation shall be managed under, the direction of the shareholders of this corporation.

ARTICLE XIII: DIRECTORS' COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XIV: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of ~~January~~ March, 1996.  
March 22

Claudia F. Merchant      Mark R. Merchant  
CLAUDIA F. MERCHANT      MARK R. MERCHANT

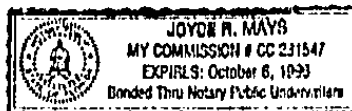
STATE OF FLORIDA  
COUNTY OF Seminole , to-wit:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CLAUDIA F. MERCHANT, known to me and know by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 22 day of ~~January~~ MARCH 1996.

Joyce R. Mays  
Notary Public

Type of Identification produced:  
FDLH: FL-DL



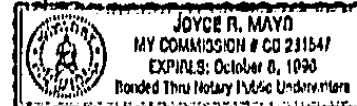
STATE OF FLORIDA  
COUNTY OF Seminole , to-wit:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK R. MERCHANT, known to me and know by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal in the State and County aforesaid, this 22 day of January, MARCH  
1996.

Joyce R. Mayo  
Notary Public

Type of Identification produced:  
FDL#: FL D.L.  
STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_



, to-wit:

REGISTERED AGENT CERTIFICATE

Claudia F. Merchant and Mark R. Merchant, desiring to organize as SENIOR ASSURANCE GROUP, INC., a Florida corporation, with its principal place of business at 920 Edgewater Court, Longwood, Florida 32750, as its agent to accept service of process within this State pursuant to Section 48.091 of the Florida Statutes.

Claudia F. Merchant  
Claudia F. Merchant

Mark R. Merchant  
Mark R. Merchant

The undersigned, having been named to accept service of process for the above corporation at the above stated address, hereby accepts such appointment and agrees to comply with the provisions of Section 48.091 of the Florida Statutes insofar as they apply to her as such agent.

Claudia F. Merchant  
Claudia F. Merchant,  
Registered Agent

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DIVISION OF CORPORATIONS  
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