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WILLIAM F. UBER, JR.  
ATTORNEY AND COUNSELOR AT LAW  
808 PALM BOULEVARD - SUITE A  
PORT OFFICE, BOX 1086  
DUNEDIN, FLORIDA 34607

WILLIAM F. UBER, JR.

April 9, 1996

TELEPHONE (813) 733-0408  
FAX (813) 733-0409

Division of Corporations  
Secretary of State  
PO Box 6327  
Tallahassee, FL 32314

Attn: Sandy;

RE: NICOLARO, INC.

TELEPHONE (813) 733-0408  
FAX (813) 733-0409  
\*\*\*122.50\*\*\*

Dear Sandy:

Enclosed please find an original and one copy of the Articles of Incorporation of NICOLARO, INC., a Florida Corporation plus an executed Registered Agent Certificate.

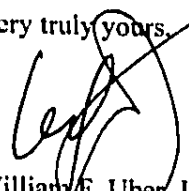
Also enclosed is my escrow check no. 4362 in the amount of \$122.50 to cover the following fees and costs:

Corporate Filing Fee including registered agent fee	70.00
Certified Copy of Charter	<u>52.50</u>
TOTAL	\$ <u>122.50</u>

Please return one certified copy of the Charter for the Corporate records, together with a regular copy of the registered agent form, each marked "Filed" and your receipt.

Thank you for your kind cooperation in this matter. Any questions, please call immediately 813-733-0468 (call collect if need be) and speak to my legal assistant, Maureen Powell.

Very truly yours,

  
William F. Uber, Jr.  
Attorney at Law

WFU/bfw

cc: William L. Nicolaro, Pres.  
file

TELEPHONE (813) 733-0408  
FAX (813) 733-0409  
\*\*\*122.50\*\*\*

SN APR 15 1996

ARTICLES OF INCORPORATION

OF

NICOLARO, INC.

DALLAS, TEXAS, FLORIDA

We, the undersigned, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for such other purposes as we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: NICOLARO, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do both within and without the United States, any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To engage in the general business of operating an Adult Congregate Living Facility or Facilitie(s).

b) To engage in the general business of providing geriatric services including adult housing and living services, home-cooked meals, laundry services, housekeeping services, recreational activities, 24 hour supervision, medication and personal hygiene supervision, transportation and planned excursions, etc. to ambulatory guests.

c) To invest its funds by acquiring, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, not or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interests in lands, and any building or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

d) To invest its funds by acquiring by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipping, furnishing, improvements, development or management of the property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the

corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

f) To enter into, make, perform and carry out contract and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, or calculated to facilitate the same.

g) To carry on any or all of its operations and businesses and promote its objects within the State of Florida or elsewhere within the Continental United States and overseas, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

h) To do any or all of the things therein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the businesses or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other object, powers, or clauses or the Article or any other Articles: but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, each share having a no par value.

Authorized capital stock may be paid in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Authorized capital stock may be issued pursuant to Section 1244 of the Internal Revenue Code and the requirements thereunder if such plan is submitted by the Board of Directors to the shareholders and adopted by the said shareholders of the corporation.

### ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is ONE HUNDRED DOLLARS (\$100.00).

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI - ADDRESS

This initial street address of the principal office of this corporation is to be: 3595 Rolling Trail, Palm Harbor, FL 34684. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VII - DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than two nor exceed four.

#### ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM L. NICOLARO	3593 Rolling Trail Palm Harbor, FL 34684
MARY ANN P. NICOLARO	3593 Rolling Trail Palm Harbor, FL 34684

#### ARTICLE IX - SUBSCRIBERS

The names and addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the consideration therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>CONSIDERATION</u>
WILLIAM L. NICOLARO	3593 Rolling Trail Palm Harbor, FL 34684	(5)	50.00
MARY ANN P. NICOLARO	3593 Rolling Trail Palm Harbor, FL 34684	(5)	50.00

No additional stock shall be issued without the consent of the shareholder(s) owning a majority of the stock then issued and outstanding.

#### ARTICLE X - INITIAL OFFICERS

The names and addresses of the officers of the corporation who shall hold office until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
WILLIAM L. NICOLARO	3593 Rolling Trail Palm Harbor, FL 34684	President/Treasurer
MARY ANN P. NICOLARO	3593 Rolling Trail Palm Harbor, FL 34684	V. Pres./Secretary

#### ARTICLE XI - 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 Stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be William F. Uber, Jr., Attorney, P.A., 605 Palm Blvd., Suite A, PO Box 1056, Dunedin, FL 34697. The registered agent of this corporation is designated as William F. Uber, Jr., Attorney, 605 Palm Blvd., Suite A, PO Box 1056, Dunedin, FL 34697.

#### ARTICLE XIII - EFFECTIVE DATE

The effective date of these Articles of Incorporation and the commencement of corporate existence shall be April, 1996; the precise effective date shall be the "filed" date endorsed by the Secretary of State, Tallahassee, Florida upon the filing of the Articles.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 8th day of April, A.D., 1996 for the uses and purposes therein set forth.

IN THE PRESENCE OF:

Maureen A. Powell

William L. Nicolaro (SEAL)  
WILLIAM L. NICOLARO

Elizabeth H. White

Mary Ann P. Nicolaro (SEAL)  
MARY ANN P. NICOLARO

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

I hereby certify that on the 8th day of April, A.D., 1996, personally appeared before me, the undersigned authority, WILLIAM L. NICOLARO, and MARY ANN P. NICOLARO, personally known to me and known to me to the persons described herein, who severally acknowledged to me that they executed the foregoing Articles of Incorporation as their free and voluntary act and deed, and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of April, A.D., 1996.

Maureen A. Powell  
MAUREEN A. POWELL  
NOTARY PUBLIC - STATE OF FLORIDA

(SEAL)

MY COMMISSION EXPIRES:



MY COMMISSION EXPIRES:  
DATE: 04/08/97  
FOR THE STATE OF FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process With This State, Naming Agent Upon Whom Process May Be Served and Names and Address of the Officers and Directors.

In pursuance of Chapter 607.0501 Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: THAT NICOLARO, INC.

a corporation duly organized and existing under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation at City of PALM HARBOR, County of PINELLAS, State of FLORIDA has named WILLIAM F. UBER, JR., ESQUIRE located at 605 Palm Blvd., Suite A, Dunedin, FL 34697 (Registered Office), City of DUNEDIN, County of PINELLAS, State of Florida, as its registered agent to accept service of process within this state.

OFFICERS: (Including Names & Titles)

SPECIFIC ADDRESS

WILLIAM L. NICOLARO (Pres/Treas)

3593 Rolling Trail

Palm Harbor, FL 34684

MARY ANN P. NICOLARO (VP/Sec)

3593 Rolling Trail

Palm Harbor, FL 34684

DIRECTORS:

SPECIFIC ADDRESS

WILLIAM L. NICOLARO

3593 Rolling Trail

Palm Harbor, FL 34684

MARY ANN P. NICOLARO

3593 Rolling Trail

Palm Harbor, FL 34684

BY William L. Nicolaro  
CORPORATE OFFICER  
WILLIAM L. NICOLARO, President

ACKNOWLEDGEMENT: (MUST BE SIGNED BY REGISTERED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY William F. Uber, Jr.  
REGISTERED AGENT  
WILLIAM F. UBER, JR., ESQUIRE

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.