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TALLAHASSEE, FL 32301-2607
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P96000046449



PROSECUTOR
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 972262 165059A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : May 31, 1996

ORDER TIME : 1:13 PM

ORDER NO. : 972262

CUSTOMER NO: 165059A

CUSTOMER: Rolfe D. Duggar, Esq
ROLFE D. DUGGAR, ESQ

Suite 101
4699 Central Avenue
Saint Petersburg, FL 33713

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***122.50 ***122.50

DOMESTIC FILING

NAME: ALF MANAGEMENT & CONSULTING,
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: GLS

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 AM 10:22

RECEIVED
96 MAY 31 PM 2:40
DIVISION OF CORPORATIONS
Jie/3/96

96 MAY 31 AM 10:23

ARTICLES OF INCORPORATION
OF
ALF MANAGEMENT & CONSULTING, INC.

We, the undersigned subscribers to these Articles of Incorporation, each being a natural person competent to contract, do hereby associate ourselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ALF MANAGEMENT & CONSULTING, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is the following, to-wit:

To carry on the business of consulting in the health care and assisted living fields in all aspects and to render professional and technical services therewith; and to engage in such other activities as are incidental to or connected with the operation of such business. To buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporations, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, and to lend money either upon or without security; and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance of the carrying out of the powers, purposes or business herein mentioned; to 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 services of every kind, class and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express,

railroad, canal, telephone, or cometary company, a building and loan association, mutual fire insurance company, cooperative association, fraternal benefit society, state fair or exposition; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner these several powers.

Generally to make and perform contracts of any kind and description for the purposes of attaining any of the objects of this corporation, and generally to do and perform any and all things necessary or incident to the performing or carrying out of the powers herein specifically delegated or implied, and to do any and all other things not prohibited by law that a corporation may legally do under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5,000) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00); and all stock shall be fully paid and non-assessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation.

Any stockholder, upon the sale for cash, labor, services or property, of any new stock by the corporation, of the same kind, class or series as that which the stockholder already holds shall have the right to purchase a prorata share thereof.

ARTICLE IV

The amount of capital with which the corporation shall commence business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is 6529 Central Avenue, St. Petersburg, Florida 33710. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

The street address of the initial registered office of this corporation is: 461 - 41st Avenue, St. Pete Beach, Florida 33706, and the name of the initial registered agent of this corporation at that address is: DEBORAH J. LANNI.

ARTICLE VIII

The corporation shall have Two (2) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1), none of whom need to be a stockholder of the corporation.

ARTICLE IX

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

DEBORAH J. LANNI	461 - 41st Avenue St. Pete Beach, Florida 33706
LEONARD D. LANNI	461 - 41st Avenue St. Pete Beach, Florida 33706

ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation are:

DEBORAH J. LANNI	461 - 41st Avenue St. Pete Beach, Florida 33706
LEONARD D. LANNI	461 - 41st Avenue St. Pete Beach, Florida 33706

ARTICLE XI

No contract or other transaction between the company and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of the company is, or are interested in, or is a Director or Officer or are Directors or Officers of such corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract, act or transaction of the company with any person or persons, firm or corporation, and each and every person who may become a Director of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII

These Articles of Incorporation shall 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 majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, have hereunto set their hands and seals this 30th day of May, 1996, for the purposes of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Laws of the State of Florida do hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts stated therein are true.


DEBORAH J. LANNI, Incorporator


LEONARD D. LANNI, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared DEBORAH J. LANNI and LEONARD D. LANNI who are personally known to me (or who have produced a Drivers License as identification), who are the same persons described in and who executed the foregoing Articles of Incorporation as subscribers, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named, on this 30th day of May, 1996.

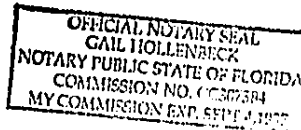
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Gail Hollenbeck

Printed:

Name: GAIL HOLLENBECK

My Commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 AM 10:23

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ALF MANAGEMENT & CONSULTING, INC.

2. The name and address of the registered agent and office is:

DEBORAH J. LANNI

(NAME)

461 - 41ST AVENUE

(P.O. BOX NOT ACCEPTABLE)

ST. PETE BEACH, FLORIDA 33706

(CITY/STATE/ZIP)

SIGNATURE

Deborah J. Lanni
(corporate officer)

TITLE PRESIDENT

DATE

May 30, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Deborah J. Lanni

DATE

May 30, 1996

REGISTERED AGENT FILING FEE: \$35.00