

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

P96000065068

SUBJECT: SENIOR AMERICAN PROPERTIES, INC.
(Proposed corporate name - must include suffix)

4000001916114
-08/08/96--01023--011
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: J. Michael Jacobs, Esquire
Name (printed or typed)
311 White Bridge Road
Address
Nashville, Tennessee 37209
City, State & Zip
(615) 353-0930
Daytime Telephone number

FILED
96 AUG -5 AM 11:45
TALLAHASSEE, FL
J. Jacobs

RECEIVED
96 AUG -2 AM 9:37
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

SENIOR AMERICAN PROPERTIES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The purpose or purposes for which the Corporation is organized are as follows:

A. To purchase, own, improve, develop, subdivide, lease, exchange, sale, dispose of, mortgage, pledge and otherwise deal in and turn to account real estate, land, including but not limited to (i) nursing homes, (ii) assisted living or adult congregate living facilities, (iii) health care facilities, (iv) apartments or housing units or any other interest therein; to purchase, lease, alter, remodel, build, construct, erect, occupy and manage buildings and improvements of every kind and character whatsoever; and to finance the purchase, improvement, development and construction of land, buildings, or other improvements to real estate or any interest therein.

B. To provide equity investors an opportunity to participate in the ownership of the foregoing assets. The corporation may make acquisitions, engage in development, improvement or construction in the United States or its territories and possessions. The Corporation shall also engage in the business of ownership of sufficient tangible and intangible personal property as may be incidental and appurtenant to its business including securities representing ownership in other corporations or business entities.

C. To engage in all aspects of review and evaluation of private and public companies, partnerships or sole proprietorships for the purposes of completing mergers or acquisitions with the Corporation, and to engage in mergers and acquisitions with any or all varieties of private or

public entities.

D. To issue the securities of the Corporation from time to time in types and amounts as determined by the Board of Directors and in compliance with applicable State and Federal laws and regulations concerning such.

E. To carry on any other business, whether or not related to the foregoing, including the transaction of all lawful business for which corporations may be organized pursuant to the Florida Business Corporation Act, to have and exercise all powers, privileges and immunities now or hereafter conferred upon or permitted to corporations by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as natural persons could do insofar as permitted by the laws of corporations of the State of Florida.

F. It is the intention that the purposes, objects and powers specified by the foregoing clauses shall not, except as otherwise expressed, be limited or restricted by reference to or interference from the terms of any other clauses in these Articles of Incorporation, but each purpose, object or power stated in the foregoing clauses shall be regarded as an independent purpose, object or power.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are the same, and shall be:

410 NORTH HALIFAX AVENUE, SUITE B
DAYTONA BEACH, FLORIDA 32118

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office shall be 410 North Halifax Avenue, Suite B, Daytona Beach, Florida 32118. The name of its initial registered agent at this registered office shall be Robert H. Little.

To signify acceptance of appointment as registered agent, the registered agent named in this article has executed his acceptance on the attached document as required by law.

ARTICLE V. SHARES

The total number of shares of all classes which the Corporation shall have authority to issue is One Hundred Million (100,000,000), of which Ten Million (10,000,000) shall be preferred shares, par value \$.01 per share, and Ninety Million (90,000,000) shall be common shares, with no par value per share, and the designations, preferences, limitations and relative rights of the shares of each class are as follows:

A. Preferred Shares: The Corporation may divide and issue the Preferred Shares of each series. Preferred shares of each series, when issued, shall be designated to distinguish it from the shares of all other series. The Board of Directors is hereby expressly vested with authority to divide the class of preferred shares into series, and to fix and determine the relative rights and preferences of the share of any such series so established to the full extent permitted by these Articles of Incorporation and the laws of the State of Florida in respect of the following:

(i) The number of shares to constitute such series, and distinctive designations thereof;

(ii) The rate of preferences of dividends, if any, the time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue;

(iii) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;

(iv) The amount payable upon shares in the event of involuntary liquidation;

(v) The amount payable upon shares in event of voluntary liquidation;

(vi) Sinking fund or other provisions, if any, for the redemption or purchase of shares;

(vii) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privileges of conversion;

(viii) Voting powers, if any; and

(ix) Any other relative rights and preferences of shares of such series, including, without limitation, any restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights or powers to which shares or any future shares shall be subject.

B. Common Shares: (i) After payment of all liabilities, holders of common shares shall share in the distribution of assets in the event of liquidation, dissolution or winding up of the affairs of the Corporation. The rights of holders of common shares to receive dividends, if any, shall be fixed in a resolution or resolutions which may be adopted from time to time by the Board of Directors of the Corporation.

(ii) The holders of the common shares shall be entitled to one (1) vote for each share of common shares held by them of record at the time for determining the holders thereof entitled to vote.

C. Pre-emptive Rights: Shareholders shall not have a pre-emptive right to subscribe for, purchase or acquire additional unissued or treasury shares of the Corporation or securities convertible into shares, or carrying share purchase warrants or privileges as the same may be issued from time to time by the Corporation.

D. Initial Share Issuance: The Board of Directors shall determine the number of authorized shares that shall be issued at the time of incorporation, and other authorized but not issued shares may be issued from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE VI. TERM OF EXISTENCE - FOR PROFIT

This corporation shall have perpetual existence, commencing upon filing of these articles. The corporation is for profit.

ARTICLE VII. DIRECTORS

The business affairs of the Corporation shall be managed by the Board of Directors. The number of directors constituting the Board of Directors shall be fixed in the manner provided in the Bylaws of the Corporation, subject to the limitation that the initial Board of Directors of the Corporation shall consist of three (3) members and the names and addresses of the initial directors are as follows:

Robert H. Little
410 North Halifax Avenue, Suite B
Daytona Beach, Florida 32118

Kyle E. Lockeby
410 North Halifax Avenue, Suite B
Daytona Beach, Florida 32118

Anthony J. Negus
625 Colonial Park Drive, Suite 201
Roswell, Georgia 30075

Each person shall serve as a Director of the Corporation until the first meeting of shareholders or at its annual meeting of shareholders, or until his successor shall have been elected and qualified. The Board may provide for classes of Directors with varying terms of office as provided within the discretion of the Board by the Bylaws.

Cumulative voting shall not be allowed in the election of directors.

The Board of Directors shall have the power to enact, alter, amend and repeal such Bylaws not inconsistent with the laws of the State of Florida and these Articles of Incorporation as it may deem best for the management of the Corporation.

ARTICLE VIII. INDEMNITY

The directors of the corporation are authorized to enact By-Laws providing for the indemnification or limitation of liability of Officers, Directors, employees, or agents not inconsistent with section 607.0850., Florida Statutes. The indemnification provided by this paragraph shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Articles of Incorporation, and the Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such a person.

ARTICLE IX. MANAGEMENT OF BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

The following paragraphs are inserted for the management of the business and for the conduct of the affairs of the Corporation and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law:

A. Contracts with Directors and Officers.

(i) No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of the Directors of the Corporation are directors or officers or are financially interested, shall be either void or voidable solely because such Directors are present at the meeting of the Board of Directors or a committee thereof which authorized or approves such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorized, approves or ratifies the contract or transaction by a vote or consent sufficient for that purpose without counting the votes or consents of the interested directors; or

(b) The fact of such relationship or interest

is disclosed or known to the shareholders entitled to vote and they authorized, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair or reasonable to the Corporation.

(ii) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

B. Corporate Opportunity.

The Officers, Directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's Board of Directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the Officers, Directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The Board of Directors may reject any business opportunity presented to it and thereafter any Officers, Directors or other member of management may avail himself of such opportunity until such time as this Corporation, through its Board of Directors, has designated an area of interest, the Officers, Directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the right of any Officer, Director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to relieve any employee of this Corporation (other than an officer, director or member of management) from any duties which he may have to this Corporation.

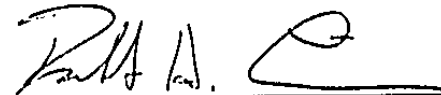
ARTICLE X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Robert H. Little
410 North Halifax Avenue, Suite B
Daytona Beach, Florida 32118

FILED
65 AUG -5
11:45
CLERK OF COURT
DADE COUNTY
FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 30 day of July, 1996.



ROBERT H. LITTLE, Incorporator

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

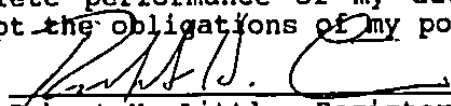
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Senior American Properties, Inc.

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

Robert H. Little
410 North Halifax Avenue, Suite B
Daytona Beach, Florida 32118

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.


Robert H. Little, Registered Agent

Date: 7/30/96

JACOBS & HOLT, P.C.

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION INCLUDING
A PROFESSIONAL CORPORATION
311 WHITE BRIDGE ROAD
NASHVILLE, TENNESSEE 37209
(615) 353-0930
FAX (615) 353-0963

P96000065068

September 10, 1996

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

000001947120
-09/13/96--01043--009
*****35.00 *****35.00

Re: Charter Amendment - Name Change
Senior American Properties, Inc. to
Crestmark Corporation

Dear Sirs:

Enclosed please find the original and one copy of a Charter Amendment as styled above. Also enclosed is our check in the amount of \$35.00 for your filing fee.

If you should have any questions, please contact at the following daytime telephone number.

J. Michael Jacobs
311 White Bridge Road
Nashville, Tennessee 37209
(615) 353-0930
(615) 353-0963 FAX

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

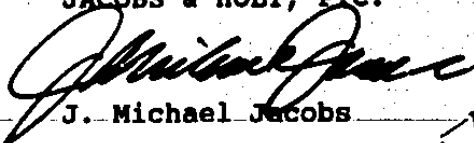
96 OCT -1 AM 9:35

APPROVED
AND
FILED

Please return the filed copy to my office at the address listed above.

Sincerely yours,

JACOBS & HOLT, P.C.


J. Michael Jacobs

JMJ/jgj
enclosures

CM
P96000065068



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1996

JACOBS & HOLT, P.C.
% J. MICHAEL JACOBS
311 WHITE BRIDGE ROAD
NASHVILLE, TN 37209

SUBJECT: SENIOR AMERICAN PROPERTIES, INC.
Ref. Number: P96000065068

We have received your document for SENIOR AMERICAN PROPERTIES, INC. and your check(s) totaling \$35.00. 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.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 496A00043293

JACOBS & HOLT, P.C.

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION INCLUDING
A PROFESSIONAL CORPORATION
311 WHITE BRIDGE ROAD
NASHVILLE, TENNESSEE 37209

J. MICHAEL JACOBS
JOHN AARON HOLT
STEVEN B. MCCLOUD
JAMES S. HIGGINS

TELEPHONE
615 / 353-0933
FAX: 615 / 353-0963

September 26, 1996

VIA: Federal Express

Ms. Carol Mustain, Corporate Specialist
Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Charter Amendment
Senior American Properties, Inc. to
Crestmark HealthCare Corporation

Dear Ms. Mustain,

Enclosed please find a copy of your letter stating that the name we had chosen for our corporation name change was unavailable. We have selected the new name "Crestmark HealthCare Corporation" and accordingly enclosed is the original and one copy of this Amendment. It is my understanding that the \$35.00 filing fee that was originally sent with the first amendment will be applied to this filing.

Please record this name change and return it to our office in the enclosed Federal Express preaddressed envelope. Thank you for your assistance.

Sincerely yours,

JACOBS & HOLT, P.C.



J. Michael Jacobs

JMJ/jgj
enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SENIOR AMERICAN PROPERTIES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Existing Article I. is deleted; which reads:

"The name of the Corporation is Senior American Properties, Inc.."

Substituted therefor is:

ARTICLE I. The name of the Corporation is Crestmark HealthCare Corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NONE

THIRD: the date of the amendment's adoption: August 16, 1996.

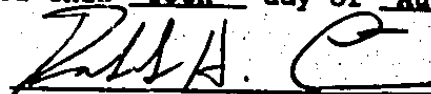
FOURTH: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

FIFTH: This Charter amendment shall be effective upon filing with the Florida Secretary of State.

Signed this 16th day of August, 1996.

Signature


ROBERT H. LITTLE

ROBERT H. LITTLE

Typed or printed name

President

Title

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT 1

APPROVED
AND
FILED