

P96000065069
JACOBS & HOLT, P.C.

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION INCLUDING
A PROFESSIONAL CORPORATION
311 WHITE BRIDGE ROAD
NASHVILLE TENNESSEE 37203

J. MICHAEL JACOBS
JOHN AARON HOLT
STEVEN H. MCCLOUD
JAMES S. HIGGINS
LAURA MATTHEWS

TELEPHONE
615 / 353 0930
FAX 615 / 353 0933

August 1, 1996

VIA: Federal Express
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600001916116
-08/08/96--01023--012
*****70.00 *****70.00

Re: Name Change --- Senior American Management, Inc. to
Crestmark at Huber Gardens, Inc.

Name Change --- Licoby Corporation to Senior American
Management, Inc.

New Corporation --- Crestmark of Pinellas Park, Inc.

New Corporation --- Senior American Properties, Inc.

Dear Sirs:

Enclosed please find the above styled documents and check for
filing fees as stated on the transmittal sheets.

Please record the name change of Senior American Management,
Inc. to Crestmark at Huber Gardens, Inc. as your first document and
then record the name change of Licoby Corporation to Senior
American Management, Inc. This order will make the name of Senior
American Management, Inc. available.

Also enclosed are two Articles of Incorporation for new
Florida corporations.

When these documents have been recorded, please return them to
me in the enclosed self addressed Federal Express envelope. Your
immediate attention is appreciated. If you should have any
questions, please contact me at the above telephone number.
Thanking you in advance for your cooperation, I remain

Sincerely yours,

JACOBS & HOLT, P.C.

J. Michael Jacobs
J. Michael Jacobs

JMJ/jgj, enclosures

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

8/5/96
TB

TRANSMITTAL LETTER

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

FILED
26 AUG 27 AM 11:49
TALLAHASSEE, FL 32314

SUBJECT: CRESTMARK OF PINELLAS PARK, INC.
(Proposed corporate name - must include suffix)

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

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:

CRESTMARK OF PINELLAS PARK, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

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

(a) To purchase, develop, construct, own, operate and manage units, projects and facilities, in cities, towns or states within the United States of America or its territories or possessions for (i) nursing homes, (ii) assisted living or adult congregate living facilities, (iii) long or short term health care and (iv) the providing of adequate housing needs and care for the aged or other persons of infirm health.

(b) To purchase, own, receive, hold, lease, or otherwise acquire, and to sell, convey, transfer, mortgage, lease, pledge or otherwise dispose of, upon such terms and conditions as its Board of Directors may deem advisable, real and tangible and intangible personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including, but not restricted to, any real or tangible or intangible personal property acquired by such corporation from time to time in the satisfaction of debts or enforcement of obligations.

(c) To do business necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and to do all things as permitted by a corporation under the laws of the State of Florida.

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

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AUG-2
1969

**ARTICLE IV. INITIAL REGISTERED AGENT AND 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 in the attached document as required by law.

ARTICLE V. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares without par value which shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution. 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 initial Board of Directors shall consist of three (3) directors and their names and street addresses are:

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

ARTICLE VIII. OFFICER AND DIRECTOR 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 the Florida Business Corporation Act.

ARTICLE IX. 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

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



ROBERT H. LITTLE, Incorporator

FILED
25 AUG -9
MILWAUKEE, WIS.
RECEIVED

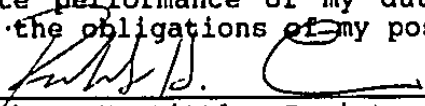
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Crestmark of Pinellas Park, 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