

P960000071153
August 19, 1996

Assisted Care Living Facilities N.A. Inc.
1398 Landmark Court
Ft. Myers, FL. 33919-2221

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

500001930445
-08/23/96--01023--017
***122.50 ***122.50

Re: ASSISTED CARE LIVING FACILITIES N.A. Inc.

Good Morning:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of filing fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



Bernard Alters, C.E.O.
Assisted Care Living Facilities N.A. Inc.

Enclosures: Two copies of Articles of Incorporation
Two copies of Certificate of Designation of Registered Agent
Personal Check in the amount of \$122.50

FILED
96 AUG 23 PM 2:03
TALLAHASSEE, FLORIDA

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ARTICLES of INCORPORATION

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Article 1 - Corporate Name

The name of the corporation is to be ASSISTED CARE LIVING FACILITIES N.A. INC.

Article 2. - Duration

This Corporation shall exist perpetually unless dissolved by Florida law

Article 3. - Purpose

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

Article 4. - Capital Stock

The corporation is authorized to issue two classes of stock to be designated respectively: "Common Stock" and "Preferred Stock". The total number of shares that the corporation is authorized to issue is 10,000,000 shares, of which 9,000,000 shares will be Common Stock and 1,000,000 shares will be Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price of prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status that they held prior to the adoption of the resolution originally fixing the number of shares of such series.

Article 5 - Liability

The liability of the Directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

This Corporation is authorized to provide indemnification of agents for breach of duty to the Corporation and its shareholders through bylaw provisions or through Agreements with agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Article 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Article 204 of the Corporation Code.

Article 6. - Initial Principal Office

The street and mailing address of the initial principal office is

1398 LANDMARK COURT, FT. MYERS, FLORIDA 33919-2221

Article 7. - Initial Registered Office and Agent

The name and address in the State of Florida of this Corporation's initial agent for service of process is:

BERNARD ALTERS 1398 Landmark Court, Ft. Myers, Florida, 33919-2221

Article 8. - Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall be never less than one. The name and address of the initial director of the corporation is as follows:

BERNARD ALTERS 1398 Landmark Court, Ft. Myers, Florida, 33919-2221

Article 9. - Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows:

BERNARD ALTERS 1398 Landmark Court, Ft. Myers, Florida, 33919-2221

In witness of this, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned as sole incorporator of this Corporation has executed these Articles of Incorporation this First day of July, 1996.

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Incorporator's Name: _____



Bernard Alters

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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96 AUG 23 PM 2:03

STATE OF FLORIDA

ASSISTED CARE LIVING FACILITIES N.A. INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above named corporation under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1398 Landmark Court, Ft. Myers, Florida, 33919-2221 has appointed Bernard Alters located at the aforesaid address, as its registered Agent to accept service of process within this state.

I Bernard Alters, 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



Date