

P96000082672

SUTHERLAND & SUTHERLAND, P.A.  
ATTORNEYS AT LAW  
SCHLITT PROFESSIONAL PLAZA  
321 TWENTY FIRST STREET  
VERO BEACH, FLORIDA 32900

PLEASE REPLY TO:  
POST OFFICE BOX 100  
VERO BEACH, FLORIDA 32901

JOHN H. SUTHERLAND  
A. GLENN SUTHERLAND

FILED  
95 OCT -7 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 4, 1996

Return to  
Riu ASAP

VIA AIRBORNE EXPRESS

Attorneys Title Insurance Fund, Inc.  
Leon Branch  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

950001000449  
-10/07/96--01029--026  
\*\*\*\*122.50 \*\*\*\*122.50

In Re: Rosewood Manor of Vero Beach, Inc.  
Our File No. 6961-96  
Member No. 1795

Gentlemen:

With reference to the proposed corporation referred above, enclosed herewith are the original Articles of Incorporation and one copy for certification, which are to be filed with the Secretary of State, and returned to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check in the amount of \$122.50 in payment of the following fees:

Filing Fee .....	\$ 35.00
Resident Agent Fee .....	\$ 35.00
Certified Copy .....	\$ 52.50
<b>Total .....</b>	<b>\$122.50</b>

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96 OCT -7 PM 1:40  
DIVISION OF CORPORATION

After this has been filed, please fax me a copy of the Certificate of Incorporation.

Thank you in advance for your assistance. If you should have any questions, please do not hesitate to call.

Sincerely,

SUTHERLAND & SUTHERLAND, P.A.

BY:   
A. GLENN SUTHERLAND, ESQ.

AGS/bp  
Enclosures

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96 OCT -7 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ROSEWOOD MANOR OF VERO BEACH, INC.**

The undersigned, acting as Incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby and herewith adopt the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is: **ROSEWOOD MANOR OF VERO BEACH, INC.**

**Address**

The corporations' principal office and mailing address is:  
**6410 Old Dixie Highway, Vero Beach, Florida 32967**

**ARTICLE II**

**Purpose**

**Section 1:** The general nature of the business to be transacted by the corporation is:

(a) To acquire by construction, purchase, exchange or other means, and then to own, maintain, operate and carry on, or to sell or otherwise dispose of, adult congregate living facilities, nursing homes, rest homes, convalescence homes, and other establishments suitable for the care, treatment and living of elderly or convalescent persons.

(b) To purchase, lease or otherwise acquire, to hold, own, sell, or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures, and other securities, merchandising, book debts and claims, trade marks, trade names, and any interest in real and personal property.

(c) To acquire, by purchase or 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, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned by or held by the corporation.

(d) To buy or otherwise acquire real estate and to subdivide, plat and sell the same, and generally supply, sell or deal in real and personal property of every kind and description in such manner and upon such terms as the Board of Directors may determine and to engage in the business of clearing lands, ditching, filling and draining land.

(e) To buy, sell, develop, operate and cultivate citrus groves and grove lands, and to purchase, own, lease acquire, cultivate and develop farm and farm lands, fruit orchards and fruit lands, stock farms, grazing lands, and all kind of real property and all rights, interests and easements therein.

(f) To purchase, hold, sell and transfer the shares of its Capital Stock; provided, however, that shares of its own Capital Stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders quorum or voting.

(g) To conduct business in this State or in other states, and to hold, purchase, mortgage, convey and lease real or personal property, either in or out of the State of Florida, and to have and to exercise the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this corporation is formed.

(h) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, 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, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

Section 2: The foregoing clauses shall be construed both as objects and powers, but no statement, expression or declaration of specific or special powers and purposes enumerated in these Articles of Incorporation shall be deemed to be exclusive, but it is expressly declared that the corporation may transact any and all lawful business authorized by the laws of the State of Florida.

#### ARTICLE III

##### Capital Stock

Section 1: The amount of authorized capital of this corporation shall be Ten Thousand (10,000) shares of common stock at One Dollar (\$1.00) per share valuation.

Section 2: The Capital Stock may be paid in property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or services may also be purchased or paid for with Capital Stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company at a meeting called for such purpose.

#### ARTICLE IV

##### Effective Date and Perpetual Duration

The Effective Date for this corporation shall be the time and date on which these Articles of Incorporation are filed, evidenced by the Department of States date and time endorsement on this document. This corporation shall have perpetual duration.

#### ARTICLE V

##### General Provisions

Section 1: Quorum. A quorum shall be required at any shareholder meeting and for any transaction of business by the

Board of Directors. A quorum for shareholder meetings shall be defined as a majority of the shares of stock entitled to vote, holders of which may be present in person, or represented by proxy and for the transactions by Directors defined as not less than a majority of the members of the Board of Directors.

Section 2: Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Section 3: Limitations. The Board of Directors or a majority of the Stockholders shall have the power, after the first meeting of stockholders, to amend, alter or change, repeal or add to the By-Laws for the regulation of the business and conduct of the affairs of the corporation and to make provision governing the issuance of stock certificates to replace lost or destroyed stock certificates; always providing however, that all such By-Laws, rules and regulations as shall be made by the Stockholders or the Directors shall be subordinate only to these Articles of Incorporation, the Laws of the United States and the Laws of the State of Florida.

Section 4: No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is, or are interested in, or is a director or officer or are directors or officers of such other corporation and any director or directors individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person

who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

Section 5: The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or as director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be judged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law agreement, vote of stockholders, or otherwise.

Section 6: Any Officer or Director of this corporation may be removed at any time either with or without cause upon the affirmative vote of the holders of a majority of the stock of the corporation at that time.

Section 7: Any Officer of this corporation may be removed at any time either with or without cause by a majority of the Board of Directors.

**ARTICLE VI**

**Initial Registered Office of Agent**

**Section 1:** The Street Address of the Initial Registered Office of this corporation is:

**6410 Old Dixie Highway, Vero Beach, FL 32967**

and the name of the Initial Registered Agent of this corporation at that address is:

**SCOTT R. FUNNELL**

The corporation may have such places of business in the state of Florida as the nature and progress of the business of the corporation from time to time render necessary or desirable. Said corporation shall have the power to conduct its business outside in the State of Florida or in any or all the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries, and may have one or more offices in any of said places.

**ARTICLE VII**

**Data Respecting Directors and Officers**

**Section 1:** This corporation shall be managed by a Board of Directors, the number of which shall be determined by the By-Laws, but which number may not be less than one (1), nor more than nine (9). Directors need not be Stockholders.

**Section 2:** The names and post office address of the first Board of Directors, subject to the provisions of these Articles of Incorporation and the By-Laws of the corporation and the corporation laws of the State of Florida, who shall hold office for the first year of the corporation's existence (the number of Directors being set forth as four (4) until established otherwise or changed by the By-Laws, or until successors are elected and qualified) are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
THOMAS M. RENO	1385 20th Ave Vero Beach, FL 32960
SCOTT R. FUNNELL	1251 Barber Street Sebastian, FL 32958

ROBERT L. FUNNELL                      4685 69th Street  
Vero Beach, FL 32967

BERNARD C. ST.PIERRE                      PO Box 308  
Vero Beach, FL 32961

Section 3:     The Officers of said corporation shall be a President and Secretary, and such other Officers and Agents as may be deemed necessary. The following persons shall serve as Officers for the corporation and shall hold office for the first year of existence of the corporation or until their successors are elected and qualified. Their names and addresses are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT	THOMAS M. RENO	1385 20th Ave. Vero Beach, FL 32960
VICE-PRES.	SCOTT R. FUNNELL	1251 Barber Street Sebastian, FL 32958
SECRETARY- TREASURER	ROBERT L. FUNNELL	4685 69th Street Vero Beach, FL 32967
ASSISTANT SECT-TREAS.	BERNARD C. ST.PIERRE	PO Box 308 Vero Beach, FL 32961

Section 4:     The By-Laws may provide for such additional Officers as may be required from time to time by this corporation.

#### ARTICLE VIII

##### Incorporator

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

<u>NAME</u>	<u>ADDRESS</u>
THOMAS M. RENO	1385 20th Avenue Vero Beach, FL 32960
SCOTT R. FUNNELL	1251 Barber Street Sebastian, FL 32958
ROBERT L. FUNNELL	4685 69th Street Vero Beach, FL 32967
BERNARD C. ST.PIERRE	PO Box 308 Vero Beach, FL 32961

#### ARTICLE IX

##### Management of Corporation by Shareholders

The Stockholders may adopt a resolution providing for the following: All corporate powers shall be exercised by or under the



authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 28<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
THOMAS M. RENO


  
\_\_\_\_\_  
SCOTT R. FUNNELL

  
\_\_\_\_\_  
ROBERT L. FUNNELL

  
\_\_\_\_\_  
BERNARD C. ST. PIERRE

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

ACKNOWLEDGED BEFORE ME this 2nd day of Oct., 1996 by **THOMAS M. RENO**, who () is personally known to me or ( ) has produced his Florida Driver's Licenses as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:  
My Commission Number:

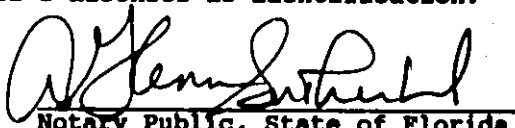
(Notary Seal)



SHIRLEY ANN M. MURICO  
Notary Public, State of Florida  
My Comm. Exp. 'an. 30, 1998  
Comm. No. CC 335208

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

ACKNOWLEDGED BEFORE ME this 4<sup>th</sup> day of October, 1996 by **SCOTT R. FUNNELL**, who () is personally known to me or ( ) has produced his Florida Driver's Licenses as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:  
My Commission Number:


(Notary Seal)

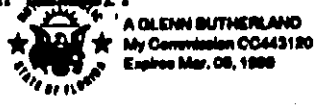


A GLENN SUTHERLAND  
My Commission 00448180  
Expires Mar. 06, 1999

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

ACKNOWLEDGED BEFORE ME this 4<sup>th</sup> day of October, 1996  
by ROBERT L. FUNNELL, who (X) is personally known to me or ( )  
has produced his Florida Driver's Licenses as identification.


  
Notary Public, State of Florida  
My Commission Expires:  
My Commission Number:



(Notary Seal)

STATE OF Georgia  
COUNTY OF Robin

ACKNOWLEDGED BEFORE ME this 23<sup>rd</sup> day of September,  
1996 by BERNARD C. ST. PIERRE, who (X) is personally known to me  
or ( ) has produced his \_\_\_\_\_ Driver's Licenses as  
identification.

  
Notary Public, State of GA  
My Commission Expires:  
My Commission Number:  
My Commission Expires Oct. 8, 1999

(Notary Seal)

Having been named to accept service of process for the above  
stated corporation, at place designated in this Articles of  
Incorporation, I hereby accept to act in this capacity, and agree  
to comply with the provisions of said Act of Chapter 48.091,  
Florida Statutes, relative to keeping open said office.

  
SCOTT R. FUNNELL

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96 OCT - 7 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA