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LAW OFFICES  
**BLACK BOBANGO & MORGAN**  
A PROFESSIONAL CORPORATION  
530 OAK COUNTRY DRIVE • SUITE 345  
MEMPHIS, TENNESSEE 38117

(901) 762-0530

FACSIMILE  
(901) 683-2553

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 29 AM 9:36

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STEVEN L. BLACK  
JOHN A. BOBANGO  
MICHAEL P. MORGAN

October 28, 1996

MICHAEL B. CHANCE  
MARK E. BEUTELSCHIES  
MICHAEL T. EVANGELISTI  
KIMBERLY HARRIS JORDAN

MARVE HELEN OWEN\*  
\*OF COUNSEL

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Incorporation of Health First Assisted Living, Inc.


Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Health First Assisted Living, Inc. and a check for \$122.50 for the filing fees. I have also enclosed the necessary Acceptance of Appointment regarding the corporation's registered agent and address. Please file the Articles of Incorporation and return a certified copy in the Federal Express package I have enclosed.

Thank you for your attention to this matter.

Sincerely,

BLACK BOBANGO & MORGAN  
A Professional Corporation



Mark E. Beutelschies

MEB/via

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
HEALTH FIRST ASSISTED LIVING, INC.**

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The undersigned person having capacity to contract and acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is Health First Assisted Living, Inc. (the "Corporation").
2. The number of shares of common stock the Corporation is authorized to issue is one thousand (1,000) shares.
3. The complete name and address of the Corporation's initial registered agent and office in Florida is C.T. Corporation System, 1200 S. Pine Island Road, Plantation, Florida, 33324, County of Broward.
4. The name and address of the incorporator is John A. Bobango, 530 Oak Court Drive, Suite 345, Memphis, Tennessee 38117-3725, County of Shelby.
5. The complete address of the Corporation's principal office is 1350 South Hickory Street, Melbourne, Florida 32901, County of Brevard.
6. The Corporation is for profit.
7. (a) To the maximum extent permitted by law, subject to the limitations contained in this paragraph 7, this Corporation shall indemnify and advance expenses to any person, his heirs, executors and administrators, for the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such proceeding or action or any appeal thereof, and against all fines (including any excise tax assessed with respect to an employee benefit plan), judgments and amounts paid in settlement thereof, provided that such action or proceeding be instituted by reason of the fact that such person is or was a director of this Corporation.  
  
(b) This Corporation may, at the discretion of the Board of Directors and, to the extent permitted by the provisions of Section 607.0850 of the Florida Business Corporation Act, as amended from time to time, indemnify and advance expenses to any person, his heirs, executor and administrators, to the same extent as set forth in paragraph 7(a) above, provided that

the underlying proceeding or action be instituted by reason of the fact that such person is or was an officer, employee or agent of this Corporation, and may also indemnify and advance expenses to such person to the extent, consistent with public policy, determined by the Board of Directors.

(c) The rights to indemnification and advancement of expenses set forth in paragraphs 7(a) and 7(b) are intended to be greater than those which are otherwise provided for in the Florida Business Corporation Act, are contractual between the Corporation and the person being indemnified, his heirs, executors and administrators, and, with respect to paragraph 7(a), are mandatory, notwithstanding a person's failure to meet the standard of conduct required for permissive indemnification under the Florida Business Corporation Act, as amended from time to time. The rights to indemnification and advancement of expenses set forth in paragraphs 7(a) and 7(b) are nonexclusive of other similar rights which may be granted by law, these Articles of Incorporation, the bylaws, a resolution of the Board of Directors or shareholders of the Corporation, or an agreement with the Corporation, which means of indemnification and advancement of expenses are hereby specifically authorized.

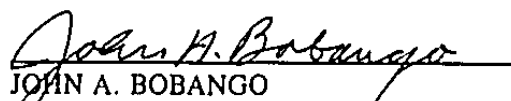
(d) Any repeal or modification of the provisions of this paragraph 7, either directly or by the adoption of an inconsistent provision of these Articles of Incorporation, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification. In addition, if an amendment to the Florida Business Corporation Act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph 7 which occur subsequent to effective date of such amendment.

8. A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) or as otherwise provided under Florida law.

9. The shares of stock in the Corporation shall have preemptive rights.

Dated: October 27, 1996.

Incorporator:

  
JOHN A. BOBANGO

**ACCEPTANCE OF APPOINTMENT**

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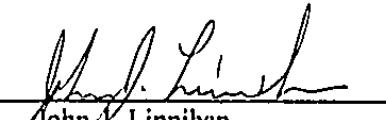
RE: HEALTH FIRST ASSISTED LIVING, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: October 24, 1996

C T CORPORATION SYSTEM

By

  
John J. Linnihan  
Assistant Vice President