

GLEN C. ABBOTT

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P.O. Box 2019
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December 3, 1996

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

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-12/05/96--01089--005
***122.50 ***122.50

Re: Walden Woods Retirement Village, Inc.

To Whom It May Concern:

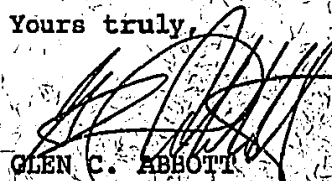
Please file the enclosed Articles of Incorporation for Walden Woods Retirement Village, Inc.

We have enclosed our trust account check in the amount of \$122.50 for filing and other fees.

Please send a certified copy of the Articles of Amendment to this office after filing.

Thank you.

Yours truly,


GLEN C. ABBOTT

GCA/nl
Enc.

FILED
96 DEC -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/10/96
TD

ARTICLES OF INCORPORATION

OF

WALDEN WOODS RETIREMENT VILLAGE, INC.

FILED
96 DEC -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the corporation is WALDEN WOODS RETIREMENT VILLAGE, INC. The Corporation shall be referred to in this instrument as "the Corporation"; these Articles of Incorporation as "Articles"; and the By-Laws of the corporation as "By-Laws".

The mailing address of the principal office of the corporation is 10455 S. Suncoast Blvd., Homosassa, FL 34446.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The purposes for which the corporation is organized is to operate a retirement mobile home park and all other lawful activities that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock with \$1.00 par value per share. The sum of the par value of all shares of common stock of the corporation that have been issued shall be the stated capital of the Corporation at any particular time. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the common stock of the Corporation. The shares of the Corporation are not to be divided into classes, and the Corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address in Florida of the initial

registered office of the corporation is 10455 South Suncoast Blvd., Homosassa, Florida, 34446, and the name of the initial registered agent at such address is CYNTHIA K. McCOY.

ARTICLE VI-DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) director. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation but shall never be less than one.

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator is as follows:

NAME	ADDRESS
CYNTHIA K. McCOY	1053 Candler Road Clearwater, FL 34625
HOWARD BRUCE McCOY	1053 Candler Road Clearwater, FL 34625

ARTICLE VIII - SHAREHOLDERS' ACTIONS

A vote of more than fifty percent (50%) of the shareholders of the corporation shall be required for any shareholder action.

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X -PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time in addition to that stock presently authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI-CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his votes at said election.

ARTICLE XII-MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law, but special meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIII-NON-RESIDENT DIRECTORS

Directors need not be residents of this state or country or shareholders of this Corporation unless the Articles of Incorporation or Bylaws so require.

ARTICLE XIV- DIRECTORS AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of themselves and all officers and employees unless otherwise provided in these Articles or By-laws.

ARTICLE XV-INFORMAL ACTIONS OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI-REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed with or without cause, by a vote of the holders of 60 percent of the shares then entitled to vote at an election of directors.

IN WITNESS WHEREOF, the undersigned has made and
subscribed these Articles of Incorporation at Citrus County,
Florida on the 15 day of December 1996.

Cynthia K. McCoy
CYNTHIA K. McCOY

Howard Bruce McCoy
HOWARD BRUCE McCOY

FILED
DEC 15 PM 2:10
TAMPA
S. H. HARRIS & SONS
INCORPORATED
FLORIDA

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for
WALDEN WOODS RETIREMENT VILLAGE, INC., I hereby accept the
designation as Registered Agent for said Corporation and agree
to act in this capacity.

Cynthia K. McCoy
CYNTHIA K. McCOY