

LAW OFFICES OF  
**BAKER, SWEARINGEN & ROBERTS**

4431 LAFAYETTE STREET  
MARIANNA, FLORIDA 32446

FRANK A. BAKER  
Board Certified Civil Trial  
Certified Arbitrator/Civil Mediator/Arbitrator

GLENN A. F. SWEARINGEN  
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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

800002062478--1  
-01/17/97--01117--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Brookins Senior Care, Inc. and Elderserve, Inc.  
(Filing Articles of Incorporation)

Please find enclosed the original and one copy of the Articles of Incorporation for the above corporations and two checks in the amount of \$122.50 each. The checks cover the following costs:

Filing Fee	\$35.00
Certified Copy of Articles	\$52.50
Registered Agent's Fee	\$35.00

When the original Articles of Incorporation has been properly filed in your office, please return to me a certified copy of the Articles to me.

Please process these Articles on a "RUSH" basis. Thank you for your assistance in this regard. If you should have any questions or comments regarding the Articles of Incorporation, please contact me.

Sincerely yours,



Glenda F. Swearingen

Enclosures: As above stated

cc. Herman L. Brookins, Jr.



RECEIVED  
97 JAN 17 AM 11:45  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BROOKINS SENIOR CARE, INC.**

The undersigned incorporator of this corporation, executing these Articles of Incorporation, being a natural person, competent to contract, hereby forms this corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is **BROOKINS SENIOR CARE, INC.**

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, tangible and intangible, and services of every class, kind and description; and to conduct any other business and carry on any other activity as may be permissible under law; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition. Additionally, the general nature of the business to be transacted by this corporation is the development and availability of appropriate services for elderly persons and adults.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100,000 shares of common stock having a nominal or par value of \$1 per share.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than \$100.00.

**ARTICLE V  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**FILED**  
97 JAN 17 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VI  
ADDRESS AND RESIDENT AGENT

The initial mailing and street address of the initial registered and principal office of this corporation in the State of Florida is 4431 Lafayette Street, Marianna, Florida 32446. The name of the initial registered Resident Agent in the State of Florida is Glenda F. Swearingen, whose address is 4431 Lafayette Street, Marianna, Florida 32446. By her signature to these Articles, the said agent consents to the appointment as such, and by her signature hereto acknowledges that she is familiar with and accepts the obligations of that position. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII  
DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII  
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Herman L. Brookins, Jr.  
Route 4, Box 470  
Donalsonville, GA 31745

Nina A. Brookins  
Route 4, box 470  
Donalsonville, GA 31745

**ARTICLE IX**  
**INITIAL OFFICERS**

This corporation shall have two (2) offices, initially, consisting of a President and a Secretary-Treasurer, which must be filled by at least one (1) natural person. The names and mailing addresses of the initial officers are:

Herman L. Brookins, Jr.  
Route 4, Box 470  
Donalsonville, GA 31745

Nina A. Brookins  
Route 4, Box 470  
Donalsonville, GA 31745

**ARTICLE X**  
**INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE XI**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board or directors.

**ARTICLE XII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by majority of the stock then entitled to vote thereon, unless the directors and the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

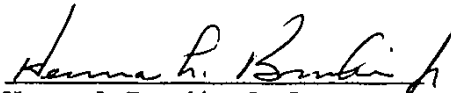
ARTICLE XIII  
INCORPORATOR

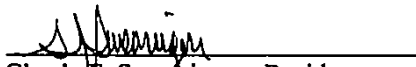
The name and address of the incorporator of this corporation who shall sign and file these Articles is: Herman L. Brookins, Jr., Route 4, Box 470, Donalsonville, Georgia 31745.

ARTICLE XIV  
PREEMPTIVE RIGHTS

In the event that the Board of Directors authorizes the issuance of further shares of stock in the corporation, or in the event that the officers or directors of the corporation take action to issue previously-authorized shares of stock, then each shareholder of record at the time of the issue or sale shall have the option to purchase such number of shares to be issued, in the proportion that his (or her) already-owned shares bears to the total number of already-issued shares.

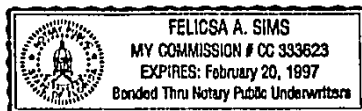
EXECUTED and acknowledged that date below written.


  
Herman L. Brookins, Jr., Incorporator

  
Glenda F. Swearingen, Resident  
Agent

STATE OF FLORIDA  
COUNTY OF JACKSON:

THE FOREGOING INSTRUMENT was acknowledged before me this Jan. 15, 1997, by Glenda F. Swearingen as Resident Agent who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.



  
Felicia A. Sims  
Notary Public  
My Commission Expires: 02-20-97

STATE OF FLORIDA  
COUNTY OF JACKSON:

THE FOREGOING INSTRUMENT was acknowledged before me the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, this Jan. 15, 1997, by Herman L. Brookins, Jr. as Incorporator who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath that he executed the same freely and voluntarily for the purposes therein expressed.



Felicia A. Sims  
Felicia A. Sims  
Notary Public  
My Commission Expires: 02-20-97

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA