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GEBHARDT & WHITE

NO 797

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(((H97000001656 2)))

TO: DIVISION OF CORPORATIONS FAX# (904) 922-4001

FROM: GEBHARDT & HILLER ACCT# 071160001562
CONTACT: KIM NAIR
PHONE: 941-263-3363 FAX# (941) 434-7767

NAME: COUNTRY CLUB HOMES AT AUDUBON, INC.
AUDIT NUMBER: H970000016562
DOC TYPE: FL PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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FAX AUDIT NO. H970000016562

**ARTICLES OF INCORPORATION
OF**

COUNTRY CLUB HOMES AT AUDUBON, INC.

The undersigned, being a natural person of the age of twenty-one (21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Fla. Stat. Ch. 607, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **COUNTRY CLUB HOMES AT AUDUBON, INC.**, and the street and mailing address of the Corporation is 15315 Burnaby Drive, Naples, Florida 34110.

ARTICLE II

The street address of the initial registered office of the corporation shall be 15315 Burnaby Drive, Naples, Florida 34110, and the name of the initial registered agent at that address shall be Walter B. Cromwell.

ARTICLE III

The capital stock of the Corporation will consist of 100 shares of common stock, par value \$1.00 per share.

ARTICLE IV

The name and address of the incorporator is as follows:

Walter B. Cromwell
15315 Burnaby Drive
Naples, FL 34110

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PREPARED BY:
Robert C. Gebhardt, Esq.
2500 Tamiami Trail N., #112
Naples, Florida 34103
(941) 263-3363
Fl. Bar No. 343749

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ARTICLE V

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than 3 persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The name and address of the member of the first Board of Directors, who shall hold office until his successors are elected or appointed and have qualified is:

Walter B. Cromwell
15315 Burnaby Drive
Naples, Florida 34110

Director

ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

ARTICLE VII

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

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ARTICLE X

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

No holder of common shares of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

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2500 Tamiami Trail N., #112
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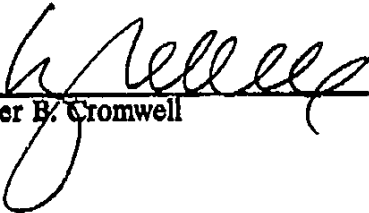
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NO. 797 D65

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IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation on this 30th day of January, 1997.


Walter B. Cromwell

STATE OF FLORIDA
COLLIER COUNTY

The foregoing instrument was acknowledged before me this 30th day of January, 1997 by Walter B. Cromwell who is personally known to me and who did not take an oath.



Kimberly Ann Nair
MY COMMISSION # 00518323 EXPIRES
December 28, 1999
BONDED THRU TROY PAUL INSURANCE, INC.


Notary Public

Name: _____

(Print or type)

Certificate No: _____

My commission expires: _____

FAX AUDIT NO: H970000016562

PREPARED BY:
Robert C. Gebhardt, Esq.
2500 Tamiami Trail N., #112
Naples, Florida 34103
(941) 263-3363
Fl. Bar No. 343749

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

COUNTRY CLUB HOMES AT AUDUBON, INC.

2. The name and street address of the registered agent and registered office is:

Walter B. Cromwell
15315 Burnaby Drive
Naples, Florida 34110

Having been named to accept service of process for the above Corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated this 30th day of January, 1997.


Walter B. Cromwell

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TALLAHASSEE, FLORIDA