

*Manatee Senior Living, Inc.*

*15814 Race Track Road*

*Odessa, Florida 33556*

*John E. Hagan*

*President*

*(813) 926-9141*

Thursday, January 26, 1997

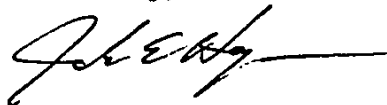
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Dear Sir:

Please find attached the original and one copy of the Articles of Incorporation for Manatee Senior Living, Inc. with the a check for \$122.50 for the cost of incorporating in Florida (\$70.00) and the cost for a certified copy of the Articles of Incorporation (\$52.50) to be returned to the address above.

Should there be any questions please contact me at the telephone number above or (813) 932-6896.

Sincerely,



John E. Hagan

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R97.350  
DMC  
2-5-97

FILED  
97FEB-3 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 24, 1997

JOHN E. HAGAN  
15814 RACE TRACK RD.  
ODESSA, FL 33556

The name MANATEE SENIOR LIVING, INC. has been reserved for 120 days beginning January 24, 1997. The reservation number is R9700000350 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 197A00003570

**ARTICLES OF INCORPORATION  
OF  
MANATEE SENIOR LIVING, INC.**

**FILED**  
97 FEB -3 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**Article I  
Name of Corporation and Location**

The name of this corporation shall be **Manatee Senior Living, Inc.** The location of the corporations office shall be 15814 Race Track Road, Odessa, Florida 33556

**Article II  
Purpose and General Nature**

The purpose of this corporation shall be to engage in any activity or business permitted under the laws of the State of Florida of the United States of America.

**Article III  
Term of Existence**

This corporation shall have perpetual existence.

**Article IV  
Capital Stock**

This corporation is authorized to issue 10,000 shares of \$.10 per share par value common stock.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of this corporation at any regular or special meeting.

**Article V**  
**Initial Capital**

The minimum amount of capital with which this corporation shall begin business is \$100.00.

**Article VI**  
**Preemptive Rights**

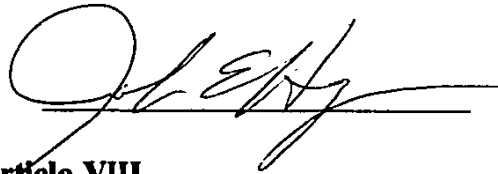
Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 15814 Race Track Road, Odessa, Florida 33556, and the name of the initial registered agent of this corporation at that address is John E. Hagan.

**Acknowledgment**

Having been named to accept service of process for the above corporation at the place designated herein, I hereby accept to act in this capacity.

A handwritten signature in black ink, appearing to read 'John E. Hagan', is written over a horizontal line.

**Article VIII**  
**Management**

This corporation shall have a "Board of Directors". The business of this corporation shall be managed by its stockholders. Each stockholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding voting shares of the corporation, represented in person or by proxy, shall represent a quorum at any meeting of the stockholders.

**Article IV  
Initial Stockholders**

President.....John E. Hagan, 15814 Race Track Road  
Odessa, FL 33556

**Article X  
Subscribers**

The name and street address of the subscriber to these Articles of Incorporation, the number of shares of stock he agrees to take and the value of the consideration therefor, are as follows:

John E. Hagan	15814 Race Track Road	1000 shares	\$100.00
	Odessa, Florida 33556		

**Article XI  
By-laws**

The stockholders and this corporation may provide such by-laws for the conduct of the business of this corporation and the carrying out of its purpose as they may deem necessary from time to time.

The by-laws of this corporation may be amended, altered, or rescinded by the majority vote of the stockholders at any regular or special meeting called for that purpose.

## **Article XII Indemnification**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **Article XIII Other Provisions**

**Preemptive Rights.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest.** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by

notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have no corporate seal.

**Execution of Written Instruments.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### **Article XIV Amendment**

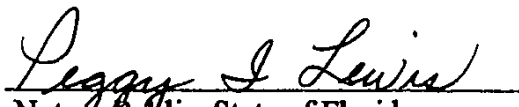
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto. Every amendment shall be proposed by the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made

IN WITNESS WHEREOF, the undersigned subscriber has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of January 1997.

  
JOHN E. HAGAN

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me on this day personally appeared JOHN E. HAGAN, who being by me first duly sworn, did acknowledge before me that he executed the foregoing Articles of Incorporation this 14 day of January 1997 as his free act and deed in his capacity therein mentioned.

  
Notary Public, State of Florida  
My commission expires:

Fla. Dr. Lic. #: H250-465-44-128-0

