



ACCOUNT NO. : 072100000032

REFERENCE : 285334 12086A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : March 7, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 285334-010

CUSTOMER NO: 12086A

CUSTOMER: Roger P. Conley, Esq
CONLEY CLEARY & OZARK

2401 Manatee Avenue West

Bradenton, FL 34205

DOMESTIC FILING

NAME: BENCHMARK FAMILY CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

K.R. MAR 10 1997

RECEIVED
97 MAR -7 PM 1:18
DIVISION OF CORPORATION
97 MAR -7 AM 11:11
FILED
TALLAHASSEE, FLORIDA
97 MAR -7 PM 1:18

ARTICLES OF INCORPORATION
OF
BENCHMARK FAMILY CARE, INC.

FILED
97 MAR -7 AM 11:11
SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed his signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **BENCHMARK FAMILY CARE, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To own and operate an assisted living facility.

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by another corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or

evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part hereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or in part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporations, associations, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but no thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law;

To transact any or all lawful business;

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no ways limited or restricted by reference to or interference from the terms

of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 4003 Plumosa Terrace, Bradenton, Florida 34210; and the name and address of the initial registered office and agent of this corporation is: DIANNE MARCINKOWSKI, 4003 Plumosa Terrace, Bradenton, Florida 34210.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1) and said corporation is authorized to have five (5) directors at any one time. The names and addresses of the initial directors of this corporation are:

Michael E. Harrell	Ada R. Tolar	Jack L. Tolar
5021 79 th Street East	4003 Plumosa Terrace	4003 Plumosa Terrace
Bradenton, Florida 34203	Bradenton, Florida 34210	Bradenton, Florida 34210

ARTICLE VII- INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Michael E. Harrell	Ada R. Tolar	Jack L. Tolar
5021 79 th Street East	4003 Plumosa Terrace	4003 Plumosa Terrace
Bradenton, Florida 34203	Bradenton, Florida 34210	Bradenton, Florida 34210

The officers of this corporation shall be a president, who shall be a director of the corporation; a vice-president, a secretary and a treasurer, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors. Any person may hold two offices, except that the president shall not be also the secretary or assistant secretary of this corporation.

ARTICLE VIII - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

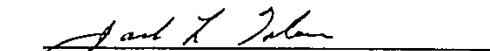
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this the 6th day of March, 1997.


MICHAEL E. HARRELL


ADA R. TOLAR


JACK L. TOLAR

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 1st day of March, ,
1997, by MICHAEL E. HARRELL, ADA R. TOLAR and JACK L. TOLAR, who are
personally known to me or who have produced _____
_____ as identification and
who did/did not take an oath.

Notary Public
Name: _____



SUSAN J. VANZANT
MY COMMISSION # CC321277 EXPIRES
November 13, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

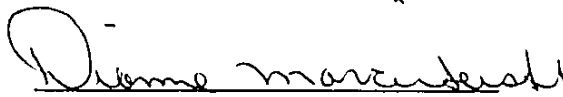
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That **BENCHMARK FAMILY CARE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, is indicated in the Articles of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, has named **DIANNE MARCINKOWSKI**, located at 4003 Plumosa Terrace, Bradenton, Florida 34210, County of Manatee, State of Florida, as its agent to accept service of process within said State.

ACKNOWLEDGMENT
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


DIANNE MARCINKOWSKI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA