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May 12, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/19/97--01157--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Madam/Sir:

Enclosed please find Articles of Incorporation and Designation of Registered Agent for the proposed corporate entity, Serenity Gardens @ Coral Springs, Inc., along with the filing fee of \$122.50. If the documents are in order, please issue the certificate and return copies to the undersigned at your earliest convenience.

Sincerely,

Angus C Rogers

Angus C. Rogers

**EFFECTIVE DATE**  
5-12-97

enc.



P.O. Box 149225  
Orlando, Florida 32814

P.O. Box 15592  
Sarasota, Florida 34277

FILED  
97 MAY 19 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten signature and date: 5/21/97

**ARTICLES OF INCORPORATION**  
**OF**  
**SERENITY GARDENS @ CORAL SPRINGS, INC.**

The undersigned incorporator, for the purposes of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**EFFECTIVE DATE**  
5-12-97

**ARTICLE I - NAME**

The name of this corporation is **Serenity Gardens @ Coral Springs, Inc.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually. This corporation shall commence on the date of subscription and acknowledgment.

**ARTICLE III - PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

#### ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of Common Stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2699 Stirling Road, Suite A302, Ft. Lauderdale, Florida, 33312.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be: 2699 Stirling Road, Suite A302, Ft. Lauderdale, Florida, 33312 and the registered agent at such office is Angus C. Rogers.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be four. The number of directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall

never be less than one.

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Angus C. Rogers	2699 Stirling Road Suite A302 Ft. Lauderdale, FL 33312	D, PRES
Debra R. Signore	2699 Stirling Road Suite A302 Ft. Lauderdale, FL 33312	D, VP, SEC, TRES
C. Kent Harrington	415 Fort Worth Club Bldg 306 West 7th Street Fort Worth, TX 76012	D, VP
Steven R. Kaufman	3178 Republic Blvd. North Suite 10 Toledo, Ohio 43615	D, VP

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the Shareholders if the Shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of

Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Angus C. Rogers

2699 Stirling Road  
Suite A302  
Ft. Lauderdale, FL 33312

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12<sup>th</sup> day of May, 1997.

Angus C Rogers  
ANGUS C. ROGERS, Incorporator

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent and to accept service of process for Serenity Gardens @ Coral Springs, Inc., at the place designated the Articles , I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

12 MAY 97  
Date

Angus C Rogers  
ANGUS C. ROGERS, Registered Agent