

P97000052126

ERIK C. LARSEN, P.A.  
243 W. PARK AVENUE  
WINTER PARK, FL 32789  
tel. 407-647-2011  
fax 407-644-7045

FILED  
97 JUN 12 PM 3: 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*June 11*  
~~March 7~~, 1997

Attorneys' Title Insurance Fund, Inc.  
Leon County Branch  
660 East Jefferson Street, Ste. 200  
Tallahassee, FL 32301

*Return  
P/U ASAP*

Re: GUARDIAN ASSISTED LIVING FACILITIES, INC.  
RUSH FILING

700002210447--8  
-06/12/97--01078--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for the captioned corporation, with our check in the amount of \$70.00 representing the filing fee.

Please handle this filing on a RUSH basis, fax a copy of the acknowledgment letter to this office as soon it is available, and return the acknowledgment letter and copy of the Articles to this office by your courier.

Please bill this office for the charges for this service. Thank you for your assistance in this matter.

Very truly yours,

*Erik C. Larsen*

Erik C. Larsen

/det  
Enclosures

RECEIVED  
97 JUN 12 PM 12: 13  
DIVISION OF CORPORATION

K.R. JUN 12 1997

**ARTICLES OF INCORPORATION  
OF  
GUARDIAN ASSISTED LIVING FACILITIES, INC.**

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**ARTICLE I. NAME**

The name of this corporation is:

**GUARDIAN ASSISTED LIVING FACILITIES, INC.**

**ARTICLE II. PURPOSE**

This corporation is organized for the purpose of engaging in any and all lawful businesses under the laws of Florida.

**ARTICLE III. POWERS**

a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

d. To lend money to, and use its credit to assist its officers and employees in accordance with law.

e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.

g. To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific or educational purposes.

l. To transact any lawful business that the board of directors shall find will be in aid of governmental policy.

m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

n. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

o. To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE IV. CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

#### ARTICLE V. PRINCIPAL OFFICE

The address of the principal office of the corporation is:

243 W. Park Ave., Suite 201  
WINTER PARK, FL 32789

#### ARTICLE VI. REGISTERED AGENT AND OFFICE

The initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

ERIK C. LARSEN  
243 W. PARK AVE., SUITE 201  
WINTER PARK, FL 32789

## **ARTICLE VII. CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$.01 per share.

## **ARTICLE VIII. INITIAL OFFICERS**

This corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholders at any duly called and constituted meeting:

President	PEGGY MARINO MC GILL
Vice President	TRACY LYNN GUTHRIE

## **ARTICLE IX. INITIAL BOARD OF DIRECTORS**

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and addresses of the initial directors of this corporation are:

PEGGY MARINO MC GILL	TRACY LYNN GUTHRIE
1525 Dayton Rd.	1525 Dayton Rd.
Chico, CA 95928	Chico, CA 95928

## **ARTICLE X. CUMULATIVE VOTING FOR DIRECTORS**

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

## **ARTICLE XI. PREEMPTIVE RIGHTS OF SHAREHOLDERS**

Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon any decision of the board of directors to issue such shares. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

## **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement of the shareholders.

ARTICLE XIV. 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 XV. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

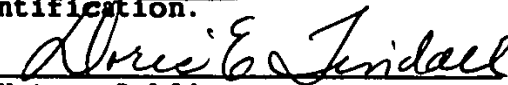
ERIK C. LARSEN  
243 W. Park Ave., Suite 201  
WINTER PARK, FL 32789

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of June, 1997.

  
ERIK C. LARSEN

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me by ERIK C. LARSEN, as Incorporator of GUARDIAN ASSISTED LIVING FACILITIES, INC., this 14th day of June, 1997. He is personally known to me or produced as identification.

  
Notary Public

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of GUARDIAN ASSISTED LIVING FACILITIES, INC., and I hereby accept said duties and responsibilities.

  
ERIK C. LARSEN  
REGISTERED AGENT



DORIS E. TINDALL  
COMMISSION # CC 547967  
EXPIRES MAY 20, 2000  
BONDED THRU  
ATLANTIC BONDING CO, INC

FILED  
97 JUN 12 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA