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ALBERT A. SANCHEZ, JR., P.A.

ATTORNEY AT LAW
BELLE HAVEN OFFICE BUILDING
1133 FOURTH STREET
SARASOTA, FLORIDA 34236

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POST OFFICE BOX 49495
SARASOTA, FLORIDA 34230-9495

TELEPHONE: (941) 952-9600
FACSIMILE: (941) 954-9028

VIA CERTIFIED MAIL

August 6, 1997

Division of Corporations
Attn: Charter Section
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Dear Madam or Sir:

Please file the enclosed fully executed Articles of Incorporation for a new corporation,
Regency Club, Inc. I have enclosed a check for \$70.00 to cover filing fees.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,


Albert A. Sanchez, Jr.

AASJR:dd

encl. - Articles
Check

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 AM 11:15

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ARTICLES OF INCORPORATION
OF
REGENCY CLUB, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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I, **ALBERT A. SANCHEZ, JR.**, the undersigned, hereby form a corporation for profit under the general corporation laws of the State of Florida in accordance with the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **REGENCY CLUB, INC.** Its principal place of business shall be St. Petersburg, Florida, but the corporation shall have the power to transact business at such place or places as the Board of Directors may designate, and branch offices or places of business may be established in such places within or without the State of Florida as the Board of Directors from time to time may direct.

ARTICLE II

The principal nature of the business or businesses to be transacted or conducted by this corporation shall be to operate, manage and market retirement centers and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned; and otherwise any and all other acts permitted under Florida law.

ARTICLE III

The maximum number of shares of stock which this corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1000 shares at \$1.00 par value.

The consideration for the issuance of said shares, or any part thereof, shall be money

current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property, or in services, the fair and just value of the property to be transferred, or the services performed, or rendered, or to be performed or rendered, as a consideration for the issuance of said stock shall be affixed by the Board of Directors of said corporation. Any and all shares of stock of this corporation which shall be issued for the consideration, or for not less than the consideration shall be cash, property, or services, shall be fully paid and nonassessable.

ARTICLE IV

The principal office of this corporation shall be and is located in Pinellas County, Florida. Said corporation, however, may establish branch offices in any other place or places and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The post office address of the principal office of this corporation is 1654 Landings Boulevard, Sarasota, Florida 34231.

ARTICLE V

This corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE VI

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders.

ARTICLE VII

The name and post office addresses of the initial Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the

State of Florida, shall hold office for the first year of the corporation's existence, or until its successors are elected and have qualified, is as follows:

NAME	ADDRESS
Peter Lane	3600 34th Street St. Petersburg, FL 33711-3830
David Zussman	3600 34th Street St. Petersburg, FL 33711-3830

ARTICLE VIII

Meetings of the Board of Directors and meetings of the stockholders of the corporation may be held within or without the State of Florida.

ARTICLE IX

The subscribers of these Articles of Incorporation, and the post office addresses are as follows:

NAME	ADDRESS
Albert A. Sanchez, Jr.	1133 4th Street, #300 Sarasota, FL 34236

ARTICLE X

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter said By-Laws may be amended by the Board of Directors by a majority vote of the Directors present at any regular of said Board, or at any special meeting called for such purposes by a majority vote of the Directors present.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

Albert A. Sanchez, Jr., of 1133 4th Street, #300, Sarasota, Florida 34236, is hereby designated as the Registered Agent for this corporation, to accept service of process within this State.

IN WITNESS WHEREOF, ALBERT A. SANCHEZ, JR. the undersigned, has hereunto subscribed their hand and affixed their seal to these Articles of Incorporation this 6 day of August, 1997.

Signed, Sealed and Delivered

in the Presence of:

Debbie Trud Johnson
Angelina M. Bejon

 (SEAL)
ALBERT A. SANCHEZ, JR.

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 6th day of August,
1997 by Albert A. Sanchez, Jr. He is personally known to me and did not take an oath.

Demetrius J. Dawkins
Printed Name: Demetrius J. Dawkins
Notary Public

(SEAL)

My Commission Expires:



DEMETRUS J. DAWKINS
My Comm Exp. 4/24/2001
Bonded By Service Irs
No. CC527015
- Personality Known || Other I.O.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR **REGENCY CLUB, INC.**, AT THE LOCATION DESIGNATED IN ARTICLE XII OF THE ATTACHED ARTICLES OF INCORPORATION, 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 AS REGISTERED AGENT FOR THE CORPORATION.



ALBERT A. SANCHEZ, JR., ESQ.

Date: _____

8/6/97

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CLERK OF STATE
DIVISION OF CORPORATION
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