

P97000102744



ACCOUNT NO. : 072100000032

REFERENCE : 624026 4310462

AUTHORIZATION : -

COST LIMIT : \$ 122.50

ORDER DATE : December 5, 1997.

ORDER TIME : 11:29 AM

ORDER NO. : 624026-005

CUSTOMER NO: 4310462

CUSTOMER: Ms. Sandy Tillman  
STUART S. ROSENTHAL, P.A.

404 East Atlantic Boulevard  
Suite 101  
Pompano Beach, FL 33060

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-12/05/97--01049--004  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: PREMIER ASSISTED LIVING, 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: Jon A Bowling

EXAMINER'S INITIALS:

FILED  
97 DEC -5 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 DEC -5 PM 12:29  
DIVISION OF CORPORATION

411 12/5/97

ARTICLES OF INCORPORATION

OF

PREMIER ASSISTED LIVING, INC.

FILED

97 DEC -5 PM 3: 39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\* \* \* \* \*

ARTICLE I - NAME

The name of this corporation is PREMIER ASSISTED LIVING,  
INC.

ARTICLE II - DURATION

This corporation has perpetual existence unless otherwise  
specified in the Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of  
transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of  
\$1.00 par value common stock.

ARTICLE V - INITIAL OFFICE ADDRESS OF CORPORATION

The street address of this corporation is 4515 North  
State Road 7, Lauderdale Lakes, FL 33319, Telephone: (954) 733-  
6163.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of  
this corporation is 404 East Atlantic Boulevard, Suite 101,  
Pompano Beach, FL 33060, and the name of the initial Registered  
Agent of this corporation at that address is STUART S. ROSENTHAL,  
ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This initial board of directors shall be as required by  
the By-Laws. The number of directors may be either increased or  
decreased from time to time by the bylaws., but shall never be less  
than one.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles:

<b>NAME</b>	<b>ADDRESS</b>
WILLIAM B. REILY	4515 North State Road 7 Lauderdale Lakes, FL 33319

#### **ARTICLE IX - BYLAWS**

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

#### **ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

<b>NAME</b>	<b>NUMBER OF SHARES</b>
WILLIAM B. REILY	-100-

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the shareholders of this corporation.

#### **ARTICLE XI - CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XII - CALLING FOR SPECIAL MEETINGS**

Special meetings of shareholders may be called by not less than one-tenth (1/10) of the shares entitled to vote.

#### **ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIV - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

**ARTICLE XV - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

**ARTICLE XVI - AMENDMENT**

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

**ARTICLE XVII - INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation, this 4th day of December, 1997.

William B. Reily  
WILLIAM B. REILY

STATE OF FLORIDA       )  
                                  ) §  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 4th day of December, 1997 by WILLIAM B. REILY, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Sandra E. Tillman  
Typed printed or stamped name of NOTARY  
Commission # CC 376383



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

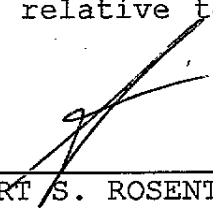
\* \* \* \* \*

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

First - - That PREMIER ASSISTED LIVING, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pompano Beach, County of Broward, and State of Florida, has named STUART S. ROSENTHAL, ESQUIRE, located at 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

  
STUART S. ROSENTHAL

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FILED  
97 DEC -5 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA