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Requestor's Name \_\_\_\_\_  
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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Skylar A Miami Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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DIVISION OF CORPORATION

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

file articles

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-12/04/97--01086--003  
\*\*\*\*245.00 \*\*\*\*122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2555  
W97-27137

97 DEC -8 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

12/8/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

97 DEC -8 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 4, 1997

PACIFIC

TALLAHASSEE, FL

SUBJECT: SKYLER MIAMI, INC.  
Ref. Number: W97000027137

Corrected

We have received your document for SKYLER MIAMI, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 597A00057383

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
SKYLER MIAMI, INC.**

97 DEC -8 PM 2:58  
SEC. STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation shall be SKYLER MIAMI, INC. ("Corporation"). The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

**ARTICLE II  
PRINCIPAL OFFICE**

The initial principal office and place of business and mailing address of this Corporation shall be: One Pensacola Plaza, 125 West Romana Street, Suite 400, Pensacola, Florida 32501.

**ARTICLE III  
REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is Beggs & Lane., 3 W. Garden St., Ste. 700, Pensacola, FL 32501 and the name of the initial registered agent of the Corporation at that address shall be James S. Campbell.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, having a part value of \$1.00 per share. No shares without nominal or par value shall be issued.

## **ARTICLE V DIRECTORS**

This Corporation shall have seven directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the Corporation, but the number of directors of the Corporation shall not be less than one nor more than nine.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected are:

Scott J. Bell  
125 W. Romana St., #400  
Pensacola, FL 32501

Dana R. Foster  
125 W. Romana St., #400  
Pensacola, FL 32501

J. L. Holloway  
2372 Highway 80 West  
Jackson, MS 39204

Gerald St. Pe'  
1000 Litton Access Rd.  
Pascagoula, MS 39567

John J. Tolan, Jr.  
125 W. Romana St., #400  
Pensacola, FL 32501

W. Edward Trehern  
2957 Market Street  
Pascagoula, MS 39567

Roy C. Williams  
711 Delmas Avenue  
Pascagoula, MS 39567

## **ARTICLE VI INCORPORATOR**

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

James S. Campbell  
Beggs & Lane  
3 West Garden Street, Suite 700  
Pensacola, Florida 32501

## **ARTICLE VII BUSINESS OF CORPORATION**

The general nature of the business to be transacted by this Corporation is, among other things, to engage in every aspect and phase of the business of operating, managing and owning nursing homes and related health care facilities and do all things in connection therewith that are customarily done under the laws of the State of Florida and to otherwise carry on any and all other activities as may be permitted under applicable law, including without limitation, *Florida Statutes* Chapter 607, et al.


**ARTICLE VIII  
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be given in accordance with the bylaws of the Corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

**ARTICLE IX  
BYLAWS**

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3<sup>rd</sup> day of December, 1997.

  
James S. Campbell

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of December, 1997, by James S. Campbell, individually, who did not take oath and who:

☒ is personally known to me;  
☐ produced a current Florida driver's license as identification; or  
☐ produced \_\_\_\_\_ as identification.

  
Notary Public

Print Name of Notary

My Commission Expires: \_\_\_\_\_

Commission Number: \_\_\_\_\_

**KIMBERLY M. BIGGS**  
"Notary Public, State of FL"  
Comm. Exp. May 12, 2001  
Comm. No. CC 646445

W:\WORK\DELTA\CORP\SKY-MIAMI\ART

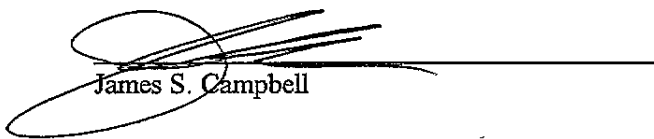
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, *Florida Statutes*, the following is submitted: That SKYLER MIAMI, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at One Pensacola Plaza, 125 West Romana Street, Suite 400, Pensacola, Florida 32501, has named James S. Campbell, Beggs & Lane, 3 West Garden Street, Suite 700, Pensacola, Florida 32501, as its agent to accept service of process within Florida.



James S. Campbell

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, 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.



James S. Campbell

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA