



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 672188 4351650

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : January 16, 1998

ORDER TIME : 1:27 PM

ORDER NO. : 672188-005

CUSTOMER NO: 4351650

CUSTOMER: Ms. Peggy Parks  
LEBOEUF LAMB GREENE & MACRAE  
LLP  
Suite 2800  
50 North Laura Street  
Jacksonville, FL 32202-3650

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 PM 3:11

DOMESTIC FILING

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NAME: HALLMARK SENIOR HOUSING, 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: Jeanine Glisar

EXAMINER'S INITIALS:

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DEPARTMENT OF  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF  
HALLMARK SENIOR HOUSING, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation (hereinafter referred to as the "Corporation") is Hallmark Senior Housing, Inc.

**ARTICLE TWO**

The address of the Corporation's initial registered office in this state is 50 North Laura Street, 2800 Barnett Center, Jacksonville, Florida 32202. The name of its initial agent at such address is Karl B. Hanson, Jr., Esquire. The Corporation's initial mailing address shall be 212 South Central, Suite 100, St. Louis, MO 63105, Attention: Laurence A. Schiffer.

**ARTICLE THREE**

The aggregate number, class and par value of shares which the Corporation shall have authority to issue is thirty thousand (30,000) shares of Common Stock all of which shall have a par value of One-tenth of One Dollar (\$.10) per share.

**ARTICLE FOUR**

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows:

1. All preemptive rights of shareholders are hereby denied, so that no stock or other security of the Corporation shall carry with it and no holder or owner of any share or

shares of stock or other security or securities of the Corporation shall have any preferential or preemptive right to acquire additional shares of stock or of any other security of the Corporation.

2. All cumulative voting rights are hereby denied, so that the Common Stock of the Corporation shall not carry with it and no holder or owner of any share or shares of the Common Stock shall have any right to cumulative voting in the election of directors or for any other purpose.

3. The foregoing provisions are not intended to modify or prohibit any provisions of any voting trust or agreement between or among holders or owners of shares of stock or other securities of the Corporation.

#### **ARTICLE FIVE**

The name and place of residence of the incorporator is:

Stephanie Morrison  
868 Dickson  
Kirkwood, Missouri 63122

#### **ARTICLE SIX**

The number of directors to constitute the first Board of Directors of the Corporation is three. Thereafter, the number of directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation, provided there shall be no less than one director and no more than five directors.

#### **ARTICLE SEVEN**

The duration of the Corporation is perpetual.

#### **ARTICLE EIGHT**

The Corporation is formed for the following purposes:

To engage in any business lawful and permitted pursuant to the laws of the State of Florida and to do anything permitted of corporations pursuant to the provisions of the Florida Business Corporation Act, as amended from time to time.

#### **ARTICLE NINE**

The Board of Directors is expressly authorized to make, amend, alter and rescind the By-laws of the Corporation.

#### **ARTICLE TEN**

A. Actions Involving Directors and Officers. The Corporation shall indemnify each person who at any time is serving or has served as a director or an officer of the Corporation against any claim, liability or expense incurred as a result of such service, or as a result of any other service on behalf of the Corporation, or service at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the maximum extent permitted by law. Without limiting the generality of the foregoing, the Corporation shall indemnify any such person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Corporation), or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of such services against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

B. Actions Involving Employees or Agents.

1. The Corporation may, if it deems appropriate and as may be permitted by this Article, indemnify any person who at any time is serving or has served as an employee or agent of the Corporation against any claim, liability or expense incurred as a result

of such service or as a result of any other service on behalf of the Corporation, or service at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, to the maximum extent permitted by law or to such lesser extent as the Corporation, in its discretion, may deem appropriate. Without limiting the generality of the foregoing, the Corporation may indemnify any such person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Corporation), or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of such services against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

2. To the extent that an officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section B(1) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the action, suit or proceeding.

C. Determination of Right to Indemnification in Certain Circumstances. Any indemnification required under Section A of this Article or authorized by the Corporation under Section B of this Article, unless ordered by a court shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in or established pursuant to this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were

not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

D. Advance Payment of Expenses. Expenses incurred by a person who is or was a director or an officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, and expenses incurred by a person who is or was an officer, employee or agent of the Corporation in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, in either case upon receipt of an undertaking by or on behalf of the director or the officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in or pursuant to this Article.

E. Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the By-laws of the Corporation or any statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

F. Indemnification Agreements Authorized. Without limiting the other provisions of this Article, the Corporation is authorized from time to time, without further action by the shareholders of the Corporation, to enter into agreements with any director, officer, employee or agent of the Corporation providing such rights of indemnification as the Corporation may deem appropriate, up to the maximum extent permitted by law. Any such

agreement entered into by the Corporation with a director may be authorized by the other directors, and such authorization shall not be invalid on the basis that similar agreements may have been or may thereafter be entered into with such other directors.

G. Standard of Conduct. Except as may otherwise be permitted by law, no person shall be indemnified pursuant to this Article (including without limitation pursuant to any agreement entered into pursuant to Section F of this Article) from or on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The Corporation may (but need not) adopt a more restrictive standard of conduct with respect to the indemnification of any employee or agent of the Corporation.

H. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was otherwise serving on behalf or at the request of the Corporation in any such capacity, or arising out of his status as such, whether or not the Corporation is obliged to or would have the power to indemnify him against such liability under the provisions of this Article; provided, that the obtaining of any such insurance shall not give rise to any right to indemnification for any director, officer, employee or agent except as otherwise specified herein, in the By-laws of the Corporation, or by separate agreement with the Corporation.

I. Certain Definitions. For the purposes of this Article:

1. Any director or officer of the Corporation who shall serve as a director, officer or employee of any other corporation, partnership, joint venture, trust or other enterprise of which the Corporation, directly or indirectly, is or was the owner of a majority of either the outstanding equity interests or the outstanding voting stock (or comparable interests) shall be deemed to be serving as such director, officer or employee at the request of the

Corporation, unless the Board of Directors of the Corporation shall determine otherwise. In all other instances where any person shall serve as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise of which the Corporation is or was a stockholder or creditor, or in which it is or was otherwise interested, if it is not otherwise established that such person is or was serving as such director, officer, employee or agent at the request of the Corporation, the Board of Directors of the Corporation may determine whether such service is or was at the request of the Corporation, and it shall not be necessary to show any actual or prior request for such service.

2. References to a corporation include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

3. The term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; the term "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to any employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee



benefit plan shall be deemed to have satisfied any standard of care required by or pursuant to this Article in connection with such plan.

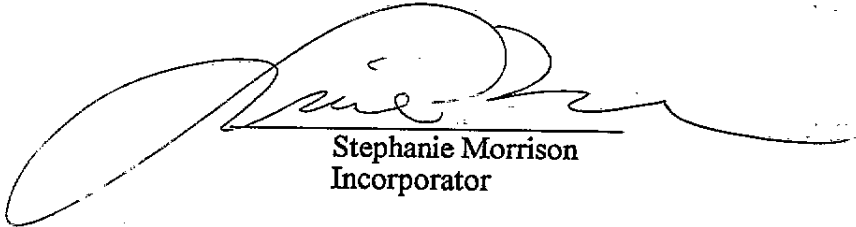
J. Survival. Any indemnification rights provided pursuant to this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Notwithstanding any other provision in these Articles of Incorporation, indemnification rights arising under or granted pursuant to this Article shall survive amendment or repeal of this Article with respect to any acts or omissions occurring prior to the effective time of such amendment or repeal and persons to whom such indemnification rights are given shall be entitled to rely upon such indemnification rights with respect to such acts or omissions as a binding contract with the Corporation.

K. Amendment. The affirmative vote of the holders of record of outstanding shares representing at least a majority of the outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, repeal or adopt any provision inconsistent with this Article, notwithstanding the fact that a lesser percentage may be specified by the laws of Florida.

#### **ARTICLE ELEVEN**

The Corporation shall have full authority to amend these Articles of Incorporation, at any time or from time to time, as permitted by the provisions of the Florida and Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this  
6 day of January, 1998.

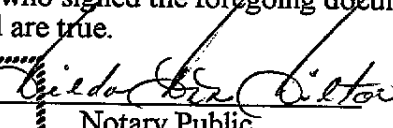
  
Stephanie Morrison  
Incorporator

STATE OF MISSOURI  
CITY OF ST. LOUIS

SS.

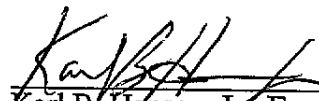
I, HILDA ANN HILTON, notary public, do hereby certify that  
on the 6<sup>th</sup> day of January, 1998, personally appeared before me, Stephanie Morrison, who being  
by me first duly sworn, declared that she is the person who signed the foregoing document as  
incorporator, and that the statements therein contained are true.

HILDA ANN HILTON  
Notary Public - Notary Seal  
STATE OF MISSOURI  
St. Louis City  
My Commission Expires: May 23, 1998

  
Notary Public

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above-stated corporation  
at the place designated in this certificate, I hereby accept such designation to act as registered  
agent, and agree to comply with the provisions of the Florida Statutes relative to keeping open  
said office.

  
Karl B. Hanson, Jr., Esquire  
Registered Agent

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