

PA8000012295

FILED

Willie Pease

Requestor's Name

Rt. 2, Box 529-F

Address

Havana, FL 32333

City/State/Zip

Phone #

98 FEB -6 PM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Pease ADULT LIVING Facility, Inc

(Corporation Name)

(Document #)

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(Corporation Name)

(Document #)

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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

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

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DIVISION OF CORPORATION

P. Hall

FEB - 6 1998

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PEASE ADULT LIVING FACILITY, INC.**

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ARTICLE I

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: The name of the corporation shall be PEASE ADULT LIVING FACILITY, INC.

ARTICLE II

PURPOSE: The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

ARTICLE III

INITIAL BUSINESS: The corporation initially intends to conduct the business of adult day care and related support services. Such initial intention shall in no manner whatever limit the character of the business which the Corporation may ultimately conduct.

ARTICLE IV

AUTHORIZED CAPITAL: The authorized capital stock of this Corporation shall be 35 (thirty-five) shares of common stock, par value \$1.00 (one-dollar and no cents) per share.

ARTICLE V

STATUTORY AGENT: The name and address of the initial Statutory Agent of the Corporation is: Willie Pease, Route 2, Box 529-F, Havana, FL 32333 . The principal address is the same.

ARTICLE VI

BOARD OF DIRECTORS: The initial Board of Directors shall consist of three (3) directors. The persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are: Willie Pease, Reginald Pease and Sharonda Johnson otherwise, the number of persons to serve on the Board of Directors shall be fixed by the Bylaws of the Corporation.

ARTICLE VII

INCORPORATORS: The names and addresses of the incorporators of the Corporation are: Willie Pease, Route 2, Box 529-F, Havana, FL 32333; Reginald Pease Route 2, Box 529-F, Havana, FL 32333; and Sharonda Johnson Route 2, Box 529-F, Havana, FL 32333.

ARTICLE VIII

DISTRIBUTION FROM CAPITAL SURPLUS: The Board of Directors of the Corporation may, from time to time, distribute to its shareholders out of, or purchase its own shares from, the capital surplus of the corporation.

ARTICLE IX

REPURCHASE OF SHARES: The Board of Directors of the Corporation may, from time to time, cause the Corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the Corporation.

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ARTICLE XI

DIVIDENDS: The Board of Directors may authorize the payment of dividends to the holders of shares of any class of stock payable in shares of any other class.

ARTICLE XII


INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS: The corporation may indemnify officers, directors, employees or agents in accordance with applicable sections of the state statutes or any successor statute.

ARTICLE XIII

LIMITATION OF LIABILITY: The liability of directors to the Corporation or its shareholders for monetary damages for breach of fiduciary duty is eliminated and or limited to the full extent permitted by law.

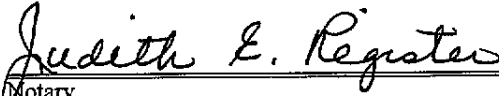
IN WITNESS WHEREOF, the undersigned subscribers of this corporation have hereby set hands unto these Articles of Incorporation and bearing their hands unto these Articles of Incorporation and bearing an authentic signature which is affixed to this document, this _____ day of January 1998, A. D.

I hereby accept the duties and responsibilities as registered agent.


Willie Pease, Registered Agent/Incorporator
Route 2 Box 529-F
Havana, FL 32333

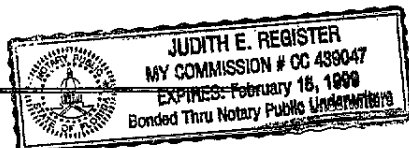

Date

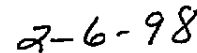
The above person known subscriber personally appeared before me and identified himself as sworn by an authentic signature in execution of these Articles of Incorporation.


Notary

Seal

Commission Expiration Date




Date

THIS INSTRUMENT PREPARED BY: Wenworth Corporation, Post Office Box 655, New Brockton, AL 36351, Telephone (334) 347-6120, Facsimile (334) 347-2295, E-mail: wencorp@snowhill.com.