

*Mark P*, 1997 **29800029817**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/30/98--01092--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: BEACHSIDE ASSISTED LIVING, INC.

Ladies/Gentlemen:

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Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$122.50. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,

*Margaret Fontana*  
Margaret Fontana  
435 Sherwood Avenue  
Satellite Beach, FL 32937  
(407) 773-2658

FILED  
98 MAR 30 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEY APR 1 1998

**ARTICLES OF INCORPORATION  
OF  
BEACHSIDE ASSISTED LIVING, INC.**

**ARTICLE I - NAME**

The name of the corporation is BEACHSIDE ASSISTED LIVING, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSES**

This corporation is organized for the purposes of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares at \$ .01 par value, common stock, which shall be designated "Common Shares". One hundred (100) shares shall be issued initially and nine hundred (900) shares shall be held outstanding.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**FILED**  
98 MAR 30 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 435 Sherwood Avenue, Satellite Beach, Florida 32937, and the name of the initial registered agent of this corporation at that address is: Margaret Fontana.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: Margaret Fontana of 435 Sherwood Avenue, Satellite Beach, Florida 32937 and Regina Pinet of 435 Sherwood Avenue, Satellite Beach, Florida 32937.

**ARTICLE IX - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office is 435 Sherwood Avenue, Satellite Beach, Florida 32937, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

**ARTICLE X - INCORPORATORS**

The names and addresses of the persons signing these Articles are: Margaret Fontana of 435 Sherwood Avenue, Satellite Beach, Florida 32937, and Regina Pinet of 435 Sherwood Avenue, Merritt Island, Florida 32937, George Fontana of 435 Sherwood Avenue, Satellite Beach, Florida 32937, and Miguel Pinet of 435 Sherwood Avenue, Satellite Beach, Florida 32937.

**ARTICLE XI - BYLAWS**

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

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

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

## **ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XIV - INDEMNIFICATION**

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

## **ARTICLE XV - AMENDMENT**

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

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

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their name: Margaret Fontana - twenty-five (25) shares, George Fontana - twenty-five (25) shares, Regina Pinet - twenty-five (25) shares, and Miguel Pinet - twenty-five (25) shares.

Shares held by the initial stockholders 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17 day of March, 1998.

Margaret Fontana  
MARGARET FONTANA  
435 Sherwood Avenue  
Satellite Beach, FL 32937

George Fontana  
GEORGE FONTANA  
435 Sherwood Avenue  
Satellite Beach, FL 32937

Regina Pinet  
REGINA PINET  
435 Sherwood Avenue  
Satellite Beach, FL 32937

Miguel Pinet  
MIGUEL PINET  
435 Sherwood Avenue  
Satellite Beach, FL 32937

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 17 day of March, 1998, by Margaret Fontana, George Fontana, Regina Pinet, and Miguel Pinet, who are personally known to me or who have produced Personally Known as identification.



NOTARY PUBLIC STATE OF FLORIDA  
ANTHONY G. SPENCER  
COMMISSION # CC858756  
EXPIRES 6/25/2001  
BONDED THRU ASA 1-888-NOTARY1

Anthony G. Spencer  
Notary Public, State of Florida

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 3/17/98

Margaret Fontana  
MARGARET FONTANA  
435 Sherwood Avenue  
Satellite Beach, FL 32937

FILED  
98 MAR 30 AM 11:13  
CLERK OF STATE  
TALLAHASSEE, FLORIDA