



ARTICLES OF INCORPORATION

OF

CAPSTONE ADULT DAYCARE, INC.

FILED  
98 JUL -6 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

1. The name of the Corporation is: Capstone Adult Daycare, Inc.

2. The post office address of the principal office of this corporation in the State of Florida is:

300 South 15th Street  
Palatka, Florida 32177

The Board of Directors may from time to time move the office to any other place in Florida.

3. This Corporation shall have perpetual existence.

4. The corporate purpose is to include the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

5. The total number of shares that may be issued by the Corporation is 100 shares of Common Stock of the Par Value of Five Dollars per share. Any shareholder desiring to sell any of the shares of Corporation shall first offer said shares to the corporation, at then existing value. Such shareholder shall give written notice to the Secretary of the Corporation of the intention to sell such shares. The corporation shall have 30 days from the receipt of such notice within which to exercise its option to purchase such shares. Should the Corporation fail to exercise its option to purchase said shares, the other shareholders shall be granted the opportunity to purchase the shares, each in proportion to the number of shares which he already holds. Thereafter, the shareholder may offer his shares to others, as he desires.

6. The amount of capital with which this corporation will begin business is five hundred dollars.

7. This Corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and post office addresses of the initial members of the Board of Directors of this corporation are:

Aronell Williams  
316 Zinnia Avenue  
McAllen, Texas 78501

Clarissa Williams  
300 South 15th Street  
Palatka, Florida 32177

Donald Williams  
316 Zinnia Avenue  
McAllen, Texas 78501

Tyrone Williams  
300 South 15th Street  
Palatka, Florida 32177

All decisions made by the Board of Directors, in order to bind the corporation, must be by majority vote.

8. The officers of this corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistants and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The directors shall elect officers of the corporation annually, at a time to be fixed by the By-laws.

The president shall manage the corporation. The signature of the President, attested by any other officer of the corporation, shall bind the corporation.

The specific duties of the corporate officers shall be as printed in the By-laws of the corporation.

The names of the officers who are to serve until the first election or appointment are:

Aronell Williams - President  
Clarissa Williams - Vice President  
Donald Williams - Treasurer  
Tyrone Williams - Secretary

9. These Articles of Incorporation may be amended in the manner provided by law. Every amendment made shall be by majority vote of the Board of Directors at a regular or special meeting of the Board, and such amendment may be proposed by any member of the Board.

10. The by-laws may be made, altered or rescinded only by the directors. Such change shall be by majority vote of the Board of Directors at a regular or special meeting of the Board.

11. This corporation is authorized to indemnify any director, officer, or employee, or any other person, against expenses actually and necessarily incurred by said person in connection with the defense of any action, suit or proceeding in which said person is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceedings to be liable for negligence or misconduct in the performance of duty.

12. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and fix the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

13. The corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such By-laws are adopted or amended.

The holders of stock shall be entitled to receive, when and as declared by the Board of Directors, out of the assets of the Corporation legally available therefore.

14. The name and address of the initial registered agent for the Corporation is:

Clarissa Williams  
300 South 15th Street  
Palatka, Florida 32177

I hereby accept the appointment as initial registered agent for the corporation.

Clarissa Williams  
Clarissa Williams

15. The name and post office address of the subscriber of these Articles of Incorporation is:

Clarissa Williams  
300 South 15th Street  
Palatka, Florida 32177

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, and one of the first Directors thereof, has executed these Articles of Incorporation this 29 day of June, 1998.

Clarissa Williams  
Clarissa Williams

STATE OF FLORIDA  
COUNTY OF PUTNAM

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CLARISSA WILLIAMS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this 29 day of June, at Palatka, Putnam County, Florida.

Allen A. Baldwin  
NOTARY PUBLIC



Allen A. Baldwin  
MY COMMISSION # CC531178 EXPIRES  
May 24, 2000  
BONDED THROUGH FAIR INSURANCE, INC.

98 JUN 30 PM 1:09  
STATE OF FLORIDA  
TALLAHASSEE

FILED