

LAW OFFICES
DAVID WALKER, P. A.

2207 S. KANNER HWY.
POST OFFICE BOX 1829
STUART, FLORIDA 34995

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July 8, 1998

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Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Filing Articles of Incorporation of Marie Assisted Living, Inc.

Dear Madam/Sir:

Enclosed are the original and a copy of the Articles of Incorporation for the above-captioned proposed Florida Corporation.

Also, enclosed is a check in the amount of \$122.50 to cover the cost of the following:

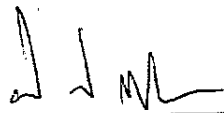
1. \$35.00 filing fee;
2. \$35.00 for registered agent; and
3. \$52.50 for a certified copy of the Articles.

Please file the Articles of Incorporation and forward a certified copy to my office in the enclosed self-addressed, stamped envelope.

Here's thanking you in advance for your anticipation cooperation.

Sincerely,

DAVID WALKER, P. A.

BY: 
David Walker, Esquire
For the Firm

DW:mhm

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MARIE ASSISTED LIVING, INC.

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The undersigned Incorporator of this corporation under the "Florida Business Corporation Act", as amended, adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of this Corporation is

MARIE ASSISTED LIVING, INC.

ARTICLE II

General Purpose

This corporation is organized for the purpose of operating a holding company and for transacting any and all lawful business for which corporations may be incorporated under the "Florida Business Corporation Act."

ARTICLE III

General Powers and Duration

This corporation shall have perpetual duration and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation power:

1. To sue and be sued; complain, and defend in its corporate name;
2. To have a corporate seal, which may be altered at will and to use it for a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
3. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
5. To lend money to, and to use its credit to assist, its officers and employees in accordance with F.S. Section 607.0833;
6. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interest in, or obligations of, any other entity;
7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the

majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

8. To lend money, invest and reinvest its funds and receive and hold real and personal property as security for repayment;
9. To conduct its business, locate offices, and exercise the powers granted by the Florida Business Corporation Act within or without this State;
10. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
11. To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of this State, for managing the business and regulating the affairs of the corporation;
12. To make donations for the public welfare or for charitable, scientific, or educational purposes;
13. To transact any lawful business that will aid governmental policy;

14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
15. To pay pensions and establish plans, pension trust, profit sharing plans and benefits or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
16. To provide insurance for its benefit on the life or any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding by any one time is 100 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of directors may be increased, and after such increase, decreased from time to time by Bylaws adopted by the shareholders. In no event shall the number of directors be less than one (1).

The name and street address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Marie O. Celestin	1958 S. W. Dorado Lane Port St. Lucie, Florida 34953

ARTICLE VI

Incorporator

The name and street address of each person signing the Articles of Incorporation, as an Incorporator, is:

<u>Name</u>	<u>Address</u>
Marie O. Celstin	1958 S. W. Dorado Lane Port St. Lucie, Florida 34953

ARTICLE VII


Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin shall be upon filing of these Articles of Incorporation.

ARTICLE VIII

Registered Agent

The undersigned, an individual who resides in the State, whose business office is identical with the registered office of this corporation, does hereby state that he accepts appointment as Registered Agent for this corporation and is familiar with, and accepts, the obligations of this position.


MARIE O. CELESTIN
1958 S. W. Dorado Lane
Port St. Lucie, Florida 34953

ARTICLE IX

Bylaws

The power to adopt, alter, amend or appeal Bylaws shall be vested in and is hereby reserved to the shareholders. The Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE X

Address

The initial mailing address of the principal office of this corporation in the State of Florida is:

1958 S. W. Dorado Lane
Port St. Lucie, Florida 34953

ARTICLE XI

Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE XII

Indemnification

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

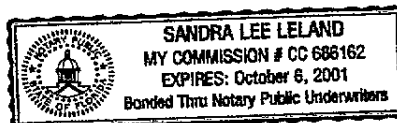
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 8 day of July, 1998.


MARIE O. CELESTIN

The foregoing instrument was acknowledged before me this 8th day of July, 1998, by MARIE O. CELESTIN, () who is personally known to me, or (✓) who has produced Fl. Driver License as identification and who did take oath.

✓ Sandra Lee Leland (NOTARY)
STATE OF FLORIDA AT LARGE

My Commission Expires:



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