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98 OCT 21 AM 10:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DELACRUZ ASSISTED LIVING FACILITY INC.
7220 SW 14th Street,
North Lauderdale,
Florida, 33068
(954)720-9008
Day Phone (954)270-1074

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*****78.75 *****78.75

Dear Sir/Madam:

Enclosed in this packaged is the Application for Articles of Incorporation, letter of acceptance and fee in the amount of Seventy eight dollars and seventy five cents (\$78.75) for DELACRUZ ASSISTED LIVING FACILITY INC. Please mail me a certified copy.

Margerie M. Delaney.
Sincerely

P. Hall

OCT 22 1998

②

**ARTICLES OF INCORPORATION
OF
DELACRUIZ ASSISTED LIVING FACILITY INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby organize and incorporate under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing the formation, liability, rights, privileges and immunities of corporation for profit.

ARTICLE 1.

The name of the corporation shall be:

DELACRUIZ ASSISTED LIVING FACILITY INC.

ARTICLE 11.

The Principal place of business, and mailing address of this corporation shall be 7220 SW 14th Street, NORTH LAUDERDALE, FLORIDA 33068 or in any other city of the state of Florida designated by the Board of Directors.

ARTICLE 111.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares at a par value of One Dollar (\$1.00) per share.

ARTICLE 1V.

The name and address of the initial registered agent is MARJORIE M. DELANEY, 7220 SW 14TH STREET, NORTH LAUDERDALE, FL 33068

ARTICLE V.

The name (s) and address(es) of the initial director(s) is(are):

**Marjorie M. DeLaney
7220 SW 14th Street
North Lauderdale, FL 33068**

ARTICLE VI

The general nature and purpose of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could so do, viz:

SECTION 1. To do any and all things permitted by the laws of the state of Florida, the United States, or any territory thereof.

SECTION 2. To promote or aid in the medical, nutrient, social and activity of daily living needs of all resident that is place in my care.

SECTION 3. To Let concessions to others to do any of the things this corporation is empowered to do, perform, and carry out and enter into.

SECTION 4. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to

improve the interest of this corporation, and to do all things specified in chapter 607 Laws of the State of Florida, and to have and to exercise all powers conferred by the State of Florida or corporations formed under the laws pursuant to which and under which this corporation is formed, and such laws are now in effect or may at any time hereafter be amended, and to do all things herein above set forth to the same extent and as fully as any natural persons might or could do, either alone or in connection with other persons, firms, association or corporations and in any part of the world.

ARTICLE V11.

The executive officer of this corporation shall be a President, who shall also be a director. Any person may hold two or more offices, and the President may also be the Secretary of the corporation. The corporation may also have such other officers and agents as may be chosen in such manner, take and hold their offices for such terms, and have such powers and duties, as may be prescribed by the By-Laws, or determined by the Board of Directors.

ARTICLE V111.

The private property of the stockholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

Every director and officer shall be indemnified against all liabilities, civil, criminal, incurred in relations to his duties including all reasonable expenses of defence except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

ARTICLE 1X.

In furtherance, and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are expressly authorized :

1. To make, alter amend and repeal the Bye-Laws of the corporation, subject to the power to the stock-holders having voting power to alter, amend, or repeal the Bye-Laws made by the Board of Directors.
- 2 To determine and fix the value of any property to be acquired by the corporation and to issue and pay in exchange thereof, stock of the corporation, and the judgement of the directors in determining such value shall be conclusive.

ARTICLE X.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred therein upon the stockholders, directors, and officers are subject to this reserved power.

ARTICLE XI.

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation if (are):

Marjorie M. DeLaney
7220 SW 14th STREET
NORTH LAUDERDALE, FLORIDA 33068

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 19th day of October 1998.

Signature Marjorie M. DeLaney

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation organized under the laws of the State of Florida, submit the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

DELACRUIZ ASSISTED LIVING FACILITY INC.

2. The name and address of the registered agent and office is:

**MARJORIE M. DELANEY
7220 SW 14TH STREET
NORTH LAUDERDALE, FL 33068**

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 THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Marjorie M. Delaney