

P9900000 1440

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500002732475--0

-01/07/99--01002--007

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

1. the pointe Retirement Living, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
99 JAN -6 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" 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

*[Handwritten signature]*

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
THE POINTE RETIREMENT LIVING, INC.**

**ARTICLE I. NAME**

The name of the Corporation shall be:

**THE POINTE RETIREMENT LIVING, INC.**

**ARTICLE II. TERM OF EXISTENCE**

The Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation. The Corporation shall be deemed to commence its existence effective with the filing of these Articles with the Secretary of State.

**ARTICLE III. PURPOSE**

This Corporation is organized for the following purpose: any and all purposes lawful under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar par value common stock, which shall be designated "Common Shares".

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this Corporation is: 999  
**WASHINGTON AVENUE, MIAMI BEACH, FLORIDA 33139.**

Prepared by: Martin W. Wasserman, Esquire  
999 Washington Avenue  
Miami Beach, Florida 33139  
Telephone: (305) 672-3100 Bar No. 251143

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The name of the initial registered agent of this Corporation at that address is:  
**MARTIN W. WASSERMAN, ESQUIRE, 999 WASHINGTON AVENUE, MIAMI BEACH,  
FLORIDA 33139.**

#### **ARTICLE VI. INCORPORATION**

The name and address of the person signing these Articles of Incorporation is: **JACK  
J. MICHEL, 7031 S.W. 62<sup>ND</sup>. AVENUE, MIAMI, FLORIDA 33143**

#### **ARTICLE VII. BY-LAWS**

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

#### **ARTICLE VIII. MANAGEMENT OF CORPORATION BY DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business  
and affairs of this Corporation shall be managed under the direction of the Board of Directors of the  
Corporation. The initial Board of Directors shall consist of two (2) Directors, who are:

**JACK J. MICHEL  
PHILIP ESFORMES**

#### **ARTICLE IX. OFFICERS**

The Officers of this corporation are as follows:

**JACK MICHEL-President  
PHILIP ESFORMES-Vice President**

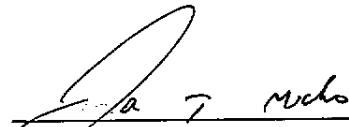
#### **ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify all officers or directors or any former officer of  
director, to the full extent permitted by law.

### **ARTICLE XL AMENDMENT**

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

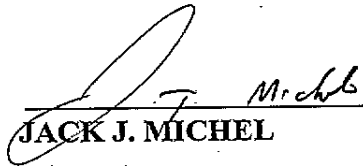
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 4<sup>th</sup> day of JANUARY, <sup>1999</sup>~~1998~~.

  
**JACK J. MICHEL**  
(Incorporator)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

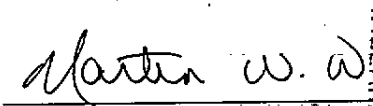
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT **THE POINTE RETIREMENT LIVING, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: 999 Washington Avenue, Miami Beach, Florida 33139, has named **MARTIN W. WASSERMAN**, located at, 999 Washington Avenue, Miami Beach, Florida 33139, as its agent to accept service of process within Florida.

  
JACK J. MICHEL

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply the provisions of all statutes relative to the proper performance of my duties.

DATE: 1/4/99

  
MARTIN W. WASSERMAN

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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