

*9900022123*

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CAZARUS CORPORATE FILING SERVICE, INC.

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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

700002794167

-03/04/99-01036-013

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OFFICE USE ONLY

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

1. *ALEGRIA HOMES INC.*  
(Corporation Name) (Document #)
2. *LEGATIONS COMPANY HOMES INC.*  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
 99 MAR 10 PM 3:51  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

- Walk in   
  Pick up time 2:00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

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

*NA 5316*

RECEIVED  
 99 MAR -4 AM 10:59  
 DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 4, 1999

LAZARUS

MIAMI, FL

SUBJECT: ALEGRIA HOMES, INC.  
Ref. Number: W99000005316

We have received your document for ALEGRIA HOMES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 899A00010046

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MAR 10 PM 3:11  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**AMISTAD HOMES, INC.**

99 MAR 10 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

**ARTICLE I. NAME**

The name of this corporation is: AMISTAD HOMES, INC.

The business address of the corporation is: 9331 SW 20th Street, Miami, Florida.

**ARTICLE II. DURATION**

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III. PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to providing Assisted Living Facilities for the elderly and/or the infirm.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) common shares having a par value of One (\$1.00) Dollar per share.

### ***ARTICLE V. PREEMPTIVE RIGHTS***

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

### ***ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT***

The street address of the initial registered office of this corporation is 7000 SW 97th Avenue, Suite 209, Miami, Florida 33173 and the name of the initial Registered Agent of this corporation at that address is Paul A. Contreras, Esq.

### ***ARTICLE VII. INITIAL BOARD OF DIRECTORS AND OFFICERS***

This corporation shall have two directors initially and two officers. The number of directors and officers may be either increased or diminished from time to time by the bylaws.

The names and addresses of the initial Directors of this corporation are: Maria C. Machado, 9311 SW 22nd Terrace, Miami, Florida and Amada Cecilia Perez, 9201 SW 20th Street, Miami, Florida.

The name and address of the initial officer of this corporation who will serve as President is: Maria C. Machado, 9311 SW 22nd Terrace, Miami, Florida.

The name and address of the initial officer of this corporation who will serve as Vice President is: Amada Cecilia Perez, 9201 SW 20th Street, Miami, Florida.

The name and address of the initial officer of this corporation who will serve as Secretary is: Maria C. Machado, 9311 SW 22nd Terrace, Miami, Florida.

The name and address of the initial officer of this corporation who will serve as Treasurer is: Amada Cecilia Perez, 9201 SW 20th Street, Miami, Florida.

#### ***ARTICLE VIII. INCORPORATOR***

The names and addresses of the persons signing these articles are: Amada Cecilia Perez, 9201 SW 20th Street, Miami, Florida and Maria C. Machado, 9311 SW 22nd Terrace, Miami, Florida.

#### ***ARTICLE IX. BYLAWS***

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### ***ARTICLE X. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER***

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

#### ***ARTICLE XI. DIRECTORS' COMPENSATION***

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

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***ARTICLE XII. DIVIDENDS***

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

***ARTICLE XIII. REDUCTION IN STATED CAPITAL***

The stated capital of this corporation shall not be reduced by action of the board of directors when the reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

***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***

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, 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 1ST day of MARCH, 1999.

  
**MARIA C. MACHADO**  
Subscriber

  
**AMADA CECILIA PEREZ**  
Subscriber

**STATE OF FLORIDA**  
**COUNTY OF MIAMI-DADE**

**BEFORE ME** this day personally appeared **Maria C. Machado and Amada Cecilia Perez** known to me to be the persons described in and who executed the foregoing instrument and who acknowledged before me that they executed same.

My Commission Expires:


  
Notary Public



SUSAN CONTRERAS  
My Commission CC492734  
Expires Sep. 02, 1999

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of Section 607.325 of the Florida Statutes.

**FILED**  
99 MAR 10 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
**PAUL A. CONTRERAS, Esq.**  
7000 SW 97th Avenue, Suite 209  
Miami, Florida 33173