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PLEASE REPLY TO:

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350 FIFTH AVENUE SOUTH  
NAPLES, FLORIDA 34102  
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THE TERRACES  
8660 - 120 COLLEGE PARKWAY  
FORT MYERS, FLORIDA 33919-4873  
(941) 433-4240  
FAX (941) 433-4898

March 19, 1999

Secretary of State  
Division of Corporations  
ATTN: AMENDMENT FILING SECTION  
Post Office Box 6327  
Tallahassee, FL 32314

Re: RIDGELY ASSISTED LIVING FACILITY, INC.

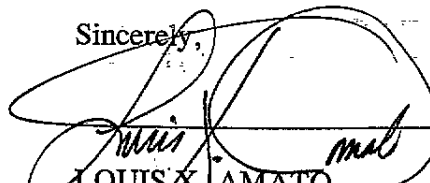
100002816741--8  
-03/24/99--01052--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for **RIDGELY ASSISTED LIVING FACILITY, INC.** I have also enclosed our firm check in the amount of \$78.75 to cover the filing fees for the filing of the articles of incorporation, designation of the initial registered agent and for a certificate of status. Please file the articles and return the copy to this office stamped with the date and time of filing, together with the certificate of status. We have enclosed an additional copy of the articles for this purpose.

Thank you for your assistance in this matter.

Sincerely,

  
LOUIS X. AMATO  
For the Firm

LXA/hal  
enclosure

F:\LOUIS\Goldstein\division corporations letter.wpd

FILED  
99 MAR 24 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten initials and date: 3-30-99

**ARTICLES OF INCORPORATION**  
**OF**  
**RIDGELY ASSISTED LIVING FACILITY, INC.**

**FILED**  
99 MAR 24 AM 8:59  
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.

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

**RIDGELY ASSISTED LIVING FACILITY, INC.**

The principal place of business and mailing address of this corporation shall be:

6111 20<sup>th</sup> Avenue N.W.  
Naples, FL 34119

**ARTICLE II**  
**NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

**ARTICLE IV**  
**REGISTERED AGENT**

Initial registered office of the corporation shall be:

350 Fifth Avenue South, #200  
Naples, Florida 34102

and the name of the initial registered agent shall be:

Louis X. Amato

**ARTICLE V**  
**EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, 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 VII**  
**SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VIII**  
**ELECTION OF SUBCHAPTER S**

This corporation may elect Subchapter S for taxation purposes upon consent of the shareholders.

**ARTICLE IX**  
**OFFICERS AND DIRECTORS**

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.


FILED  
99 MAR 24 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE X  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

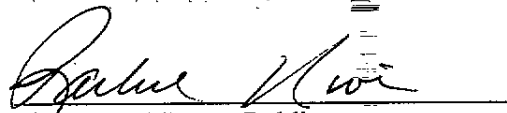
Louis X. Amato  
350 Fifth Avenue South, #200  
Naples, Florida 34102

22<sup>nd</sup> IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this day of March, 1999.

  
Louis X. Amato  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

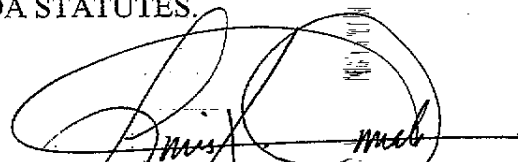
The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of March, 1999, by Louis X. Amato (☒) who is personally known to me or (☐) who has produced \_\_\_\_\_ as identification.

  
Signature, Notary Public



\_\_\_\_\_  
Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
Louis X. Amato