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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

THE MARK ANDREW OPERATING COMPANY, INC.

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ARTICLES OF INCORPORATION OF THE MARK ANDREW OPERATING COMPANY, INC.

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: **THE MARK ANDREW OPERATING COMPANY, INC.**

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to own, develop, lease, manage, and sell adult health care units and the Corporation will not engage in any business other than such activities as are necessary and incidental to such purpose.

For so long as leasehold interest of the property is subject to a surety bond in favor of GMAC Commercial Mortgage Corporation:

1. The Corporation's borrowing shall be limited to incurring (i) the indebtedness which is secured by the mortgage in favor of GMAC Commercial Mortgage Corporation and affecting the business and property of the Corporation; and (ii) liabilities in the ordinary course of business relating to the ownership and operation of the business and the mortgaged property.
2. The Corporation shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale, or amendment of its Articles of Incorporation;
3. The Corporation shall not:
 - A. File, or consent to the filing of a bankruptcy or insolvency petition or otherwise institute insolvency proceedings;
 - B. Dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the Corporation;
 - C. Engage in any other business activity; and
 - D. Amend the Articles of Incorporation of the Corporation.
4. The directors of the Corporation should be required to consider the interests of the creditors of the Corporation in connection with all corporate actions.
5. The Corporation has not and will not have any assets other than those related to the purposes stated herein, the mortgaged property or its leasehold interest in the mortgaged property.
6. The Corporation has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, or amendment of Articles of Incorporation.
7. The Corporation shall not file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings with respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest, dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets or any other entity in which it has a direct or indirect legal or beneficial ownership interest, engage in any other business activity, or amend its organizational documents.
8. The Corporation covenants:
 - A. To maintain books and records separate from any other person or entity;
 - B. To maintain its accounts separate from any other person or entity;
 - C. Not to commingle assets with those of any other entity;
 - D. To pay its own liabilities out of its own funds;
 - E. To conduct its own business in its own name;
 - F. To maintain separate financial statements
 - G. To observe all corporate formalities;
 - H. To maintain an arms-length relationship with its affiliates;

Prepared by: **Michael J Posner**
4420 Beacon Circle, West Palm Beach, FL 33407
(561/842-3000) Bar No: 525685 1

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- I. To pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- J. Not to guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- K. Not to acquire obligations or securities of its shareholders;
- L. To allocate fairly and reasonably any overhead for shared office space;
- M. To use separate stationery, invoices, and checks;
- N. Not to pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- O. To hold itself out as a separate entity;
- P. To correct any known misunderstanding regarding its separate identity, and
- Q. To maintain adequate capital in light of its contemplated business operations.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address of the business is 2625 North Flagler Drive, West Palm Beach, Florida 33407 and the principal place of business of this Corporation is 2625 North Flagler Drive, West Palm Beach, Florida 33407.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100,000 shares of common voting stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407, and the name of its initial registered agent at that address is Michael J Posner.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Michael J Posner	4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407

DATED this 2nd of June, 1999.


Michael J Posner (Incorporator/Registered Agent)

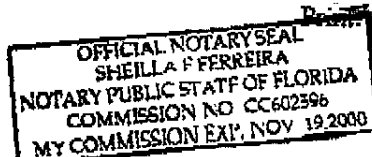
STATE OF FLORIDA ; COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of June, 1999.

Notary Public, State of Florida at Large

Sign: 

My Commission Expires:



Prepared by: Michael J Posner

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

ACKNOWLEDGMENT:

Having been named to accept service of process for The Mark Andrew Operating Company, Inc., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes.

Date: June 2, 1999.



Michael J Posner

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