

P99000105147

Elvira C. Demdam
732 Camp Milton Lane
Jacksonville, Florida 32220

November 23, 1999

Bureau of Corporate Records
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
11-23-99

400003057874--0
-12/01/99--01066--018
*****70.00 *****70.00

RE: KAM SAN JUAN RETIREMENT HOME, INC.

Dear Sir:

Please find enclosed a check in the amount of \$70. and the duly executed originals and copies for both the Articles of Incorporation of the above referenced corporation and the Certificate of Registered Agent.

Please call if you have questions:

Work: 904-389-6677
904-781-8090

Sincerely,

Elvira C. Demdam

Elvira C. Demdam

FILED
99 DEC -1 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-1
WC

FILED
99 DEC -1 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KAM SAN JUAN RETIREMENT HOME, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

EFFECTIVE DATE
11-23-99

Section 1.1 Name. The name of the corporation is
KAM SAN JUAN RETIREMENT HOME, INC.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the board of directors; provided, however, that in the event that such designation is not specifically made by the board of directors, said stock shall be deemed voting.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial principal registered office of this corporation is 732 Camp Milton Lane, Jacksonville, Florida 32220 and the mailing address is 732 Camp Milton Lane Jacksonville, Florida 32220. The name of the initial registered agent of this corporation is Elvira C. Demdam and her mailing address is 732 Camp Milton Lane Jacksonville, Florida 32220.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

Elvira C. Demdam

732 Camp Milton Lane
Jacksonville, Florida 32220

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subjected to amendment or repeal by the Board of Directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Elvira C. Demdam
732 Camp Milton Lane
Jacksonville, Florida 32220

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 23RD day of November, 1999.



SHIANG HWANG LEE
COMMISSION # CC 532217
EXPIRES FEB 13, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Elvira C Demdam

Elvira C. Demdam

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes 48.091 and 607.034, the
following is submitted:

KAM SAN JUAN RETIREMENT HOME, INC., desiring to organize or
qualify under the laws of the State of Florida, hereby designated
Elvira C. Demdam as its registered agent to accept service of
process within the State of Florida and the address of its
registered office shall be 732 Camp Milton Lane, Jacksonville,
Florida 32220.

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 with the provisions of all statutes relative to the proper
and complete performance of my duties.

Elvira C. Demdam

Elvira C. Demdam

Dated: 11-23-99

FILED
99 DEC -1 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

) SS

COUNTY OF CLAY)

The foregoing instrument was acknowledged before me by
Elvira C. Demdam who is/is not personally known to and/or who has
produced FLDL DSS52035/1070 as identi-
fication and who did/did not take an oath, this 23rd day of
November 1999.



SHIANG HWANG LEE
COMMISSION # CC 532217
EXPIRES FEB 13, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Shiang Hwang Lee
Notary Public
State of Florida at Large
My commission expires: