

TRANSMITTAL LETTER
99000108280

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: WOODLANDS CAVE CENTER of Citrus County, INC.
(Proposed corporate name - must include suffix)

700003071457--8
-12/15/99--01077--009
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 15 PM 12:37

APPROVED
AND
FILED

FROM: SIDNEY W. ROBERTS
Name (Printed or typed)

120 CHIPOLA AVE
Address

DELAND, FL. 32720
City, State & Zip

904-738-3433
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 15 PM 12:29

RECEIVED

NOTE: Please provide the original and one copy of the articles.

RV
12/15

ARTICLES OF INCORPORATION
OF
WOODLANDS CARE CENTER OF CITRUS COUNTY, INC.

APPROVED
AND
FILED
99 DEC 15 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I- Name

The name of this corporation shall be:

WOODLANDS CARE CENTER OF CITRUS COUNTY, INC.

ARTICLE II- Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III- Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV- Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V- Initial Corporate Office:
Initial Registered Office and Agent

The street address of the initial corporate office and initial registered office of this Corporation is 120 Chipola Avenue, Deland, Florida 32720 and the name of the initial registered agent of this Corporation at that address is Sidney W. Roberts. The mailing address is 120 Chipola Avenue, Deland, Florida 32720.

ARTICLE VI- Directors

A. The initial number of Directors of this Corporation shall be two (2)

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and Street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Morris Esformes	3737 W. Arthur Avenue Lincolnwood, Illinois 60645
Sidney Roberts	120 Chipola Avenue Deland, Florida 32720

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII- Incorporator

The name and street address of the Incorporator signing these Articles is:

Name

Sidney W. Roberts.

120 Chipola Avenue
Deland, Florida 32720

ARTICLE VIII- Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX- Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation

ARTICLE X- By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XI- Preemptive Rights

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of December, 1999.

Sidney W. Roberts

Sidney W. Roberts

STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 15 day of December, 1999, by Sidney W. Roberts. He is personally known to me or has produced _____ as identification and [did/did not] take an oath.

Iris F. Ahl

NOTARY SIGNATURE



Iris F Ahl
My Commission CC577154
Expires Sep. 19, 2000

NOTARY NAME PRINTED
Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED-AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Woodlands Care Center of Citrus County, Inc.

Sidney W. Roberts

Sidney W. Roberts