

P97000047589

HEATHER CLARK
Requestor's Name
P.O. BOX 487
Address (904) 697-3091
LANARK VILLAGE FL 32328
City/State/Zip Phone #

FILED

97 MAY 29 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

- MAGNOLIA COMMUNITY CARE
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #) 000002194650--4
-05/29/97--01052--007
****210.00 *****70.00
- (Corporation Name) (Document #)

- Walk in Pick up time _____ 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

W47-1254

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Examiner's Initials [Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1997

HEATHER CLARK
P O BOX 487
LANARK VILLAGE, FL 32323

SUBJECT: MAGNOLIA COMMUNITY CARE, INC.
Ref. Number: W97000012541

We have received your document for MAGNOLIA COMMUNITY CARE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

The registered agent must sign accepting the designation.

Please return 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 (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 697A00029120

**Articles Of Incorporation
of Magnolia Community Care, Inc.**

FILED

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

97 MAY 29 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I.
Name and Principal Office**

The name of this corporation shall be Magnolia Community Care, Incorporated. The principle place of business and mailing address of this corporation Hwy. 319, Medart, Florida 32326.

**Article II.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article III.
Stock**

The authorized capital stock of this Corporation shall consist of 100 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of option, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article V.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Heather Clark
Post Office Box 487
Lanark Village, Fl. 32323

**Article VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

Article VII.

The street address of the initial Registered Office of this Corporation in the State of Florida shall be Hwy. 319, Medart, Fl. 32326. The name of the initial Registered Agent of the Corporation at the above address shall be Anne Morgan. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

Article VIII.

Number of Directors

This Corporation shall have no less than one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

Article IX.

Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and address of the member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until her successor is elected is as follows:

Article X.

Officers

The Corporation shall have a president, a vice-president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President & Treasurer

Vice-President & Secretary

Article XI.

**Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporations, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because of such relationship or interest or solely because such Director or Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.


**Article XII.
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**Article XIII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 29th day of MAY, 1997



Heather Clark
Incorporator

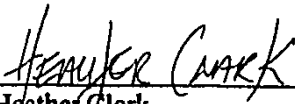
**Certificate Designating Registered Agent
and Registered Office**

FILED

In compliance with Florida Statutes, Section 48.091 and 607.050, the following is submitted:

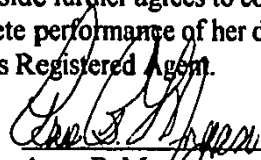
MAY 29 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Magnolia Community Care, Inc. Desiring to organize as a corporation under the laws of the State of Florida, has designated Hwy. 319, Medart, Fl. 32326, as its initial registered office and has named Anne Bishop Morgan, located at said address, as its initial registered Agent.



Heather Clark
Incorporator
Date: MAY 29th, 1997

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as Registered Agent.



Anne B. Morgan
Registered Agent
Date: MAY 29th, 1997