



Property of Cook County Clerk's Office

Whereas, ARTICLES OF INCORPORATION OF CAREL'S MANAGEMENT, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

89386544

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this _____ **8TH**
day of **AUGUST** *AD 19* **89** *and*
of the Independence of the United States
the two hundred and _____ **14TH**.

Jim Edgar

SECRETARY OF STATE

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BCA-2.1C (Rev. Jul. 1984)

File #

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate
Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order, payable to "Secretary of State".
DO NOT SEND CASH!

ARTICLES OF INCORPORATION

This Space For Use By Secretary of State
Date 8-8-89
License Fee \$ 25.00
Franchise Tax \$ 75.00
Filing Fee \$ 100.00
Clerk

14228268

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is CarePlus Management, Inc.
(Shell contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent	Meyer		Magence
	First Name	Middle Name	Last Name
Registered Office	100	North LaSalle Street	Suite 1710
	Number	Street	Suite # (A.P.O. Box alone is not acceptable)
	Chicago	60602	Cook
	City	Zip Code	County

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size.

SEE ATTACHED

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	none	1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:
If not sufficient space to cover this point, add one or more sheets of this size.

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	none	500	\$ 500.00
			\$
			\$
			\$
TOTAL			\$ 500.00

* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

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Form BCA-2.10

File No. _____

ARTICLES OF INCORPORATION

FILED

AUG 8 1989

FEE SCHEDULE State

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL Due
up to \$1,000	\$100.50
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

Includes Filing Fee + License Fee + Franchise Tax

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone: (217) 782-6961

4598368

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary. (Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies.)

Name (please print) _____ City/Town _____ State _____ Zip _____

Signature _____

3.

Name (please print) _____ City/Town _____ State _____ Zip _____

Signature _____

2.

Name (please print) _____ City/Town _____ State _____ Zip _____

Signature _____

1.

Signatures and Names

Meyer Magence
Meyer Magence

Dated August 7, 19 89

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

NAMES & ADDRESSES OF INCORPORATORS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

ARTICLE EIGHT OTHER PROVISIONS

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

ARTICLE SEVEN OPTIONAL

ARTICLE SIX OPTIONAL

The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are: _____

Name _____ Residential Address _____

1. 100 North LaSalle Street, Suite 1710
Chicago DEPT-01 INCORPORATION 60602
City/Town: State: Zip: 60602
49439 + 87-386544
COON COUNTY RECORDER

4598368

C-1029

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ARTICLE THREE:

To supervise, manage and oversee the operations of long-term care facilities; to prepare and maintain financial statements, payroll records, resident trust fund statements and other related records and statements relating to long-term care facilities. To do all things necessary, proper or convenient for the transaction of any or all lawful business for which corporations may be incorporated under the Business Corporation Act of 1983.

The corporation will not render the services of a certified public accountant nor perform services that require or involve an audit, an examination, a verification, an investigation or a review of financial transactions or accounting records.

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MAIL TO:

MEYER MAGENCE

RAY, RIZOWY & FLEISCHER

100 N. LA SALLE STREET, SUITE 1710

CHICAGO, IL 60602