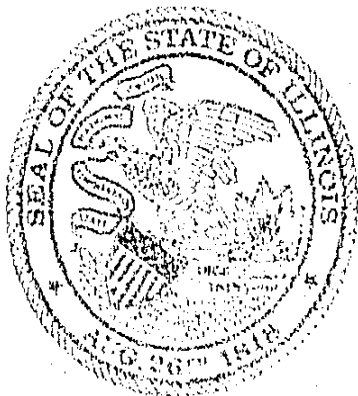




**Whereas,** ARTICLES OF INCORPORATION OF  
 ZENWOOD CARE, INC.  
 INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
 BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, 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 18TH  
 day of FEBRUARY A.D. 19 93 and  
 of the Independence of the United States  
 the two hundred and 17TH



*George H. Ryan*  
 SECRETARY OF STATE

93155698

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11/11/11 10:07:11 AM

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FILED

FEB 18 1993

GEORGE H. RYAN  
SECRETARY OF STATE

93155698

This space for use by Secretary of State	
Date	2/18/93
Franchise Tax	\$ 25-
Filing Fee	\$ 75-
Approved:	100-

**ARTICLES OF INCORPORATION  
OF  
ELMWOOD CARE, INC.**

TO: George H. Ryan, Secretary of State of Illinois:

Pursuant to the provisions of "The Business Corporation Act of 1983" as amended (the "Act"), the undersigned incorporator hereby adopts the following Articles of Incorporation:

DEPT-01 RECORDING \$29.00  
T#3333 TRAN 9452 03/02/93 12:51:00  
#8576 \* -93-155698  
COOK COUNTY RECORDER

Article I

**CORPORATE NAME**

The name of the corporation shall be **ELMWOOD CARE, INC.** ✓

Article II

**REGISTERED AGENT**

The initial registered agent of the corporation shall be Judith S. Sherwin, Esq., and the initial registered office of the corporation shall be at 33 West Monroe Street, 21st Floor, Chicago, Cook County, Illinois 60603.

Article III

**ORGANIZATIONAL PURPOSE**

The corporation is organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under The Nursing Home Care Act of 1980, as amended (the "Act"); including, but not limited to, owning, operating and managing a long-term care facility or facilities, as that term is defined under the Act, but excluding the practice of medicine or physical therapy.

Article IV

**EXPEDITED**

FEB 18 1993

SECRETARY OF STATE

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RECEIVED

RECEIVED BY THE CLERK OF THE COURT

NO

IN THE CIRCUIT COURT OF THE FIRST JUDICIAL DISTRICT

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## SHARES

Paragraph 1. The authorized shares, issued shares and consideration received therefor shall be:

<u>Class</u>	<u>Par Value Per Share</u>	<u>No. Shares Authorized</u>	<u>No. Shares Issued</u>	<u>Consideration Received</u>
Common	None	100,000	900	\$900.00

Paragraph 2. The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are: NONE

## Article V

### **DIRECTORS** (Optional)

The initial number of directors constituting the initial board of directors of the corporation shall be \_\_\_\_\_ members.

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Residential Address</u>
-------------	----------------------------

## Article VI

### **PAID IN CAPITAL** (Optional)

It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be:  
\$ \_\_\_\_\_

It is estimated that the value of the property to be located within the State of Illinois during the following year will be:  
\$ \_\_\_\_\_

It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be:

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\$ \_\_\_\_\_

It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

## Article VII

### **OTHER PROVISIONS (Optional)**

Provisions relating to the authorization of preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual are (all Article and Section references are to the Act):

(a) For purpose of (i) any amendment to these articles which cannot be made pursuant to Section 10.10 or Section 10.15, (ii) any merger, consolidation or share exchange described in Article 11 to which Section 11.20(a) applies, (iii) any sale, lease or exchange of assets other than in the usual and regular course of business described in Section 11.60, and (iv) any voluntary dissolution by vote of the shareholders described in Section 12.15, in accordance with Sections 10.20(d), 11.20(b), 11.60(e) or 12.15(d), as the case may be, the same shall be approved by the affirmative vote of the holders of (v) a majority of the outstanding shares entitled to vote on the matter and (vi) a majority of the outstanding shares of each class or series of shares entitled to vote on the matter as a class; and upon such other action being taken as is prescribed by the Act and, to the extent not inconsistent therewith, by the by-laws of the corporation.

(b) The corporation hereby elects, pursuant to Section 11.75(b), not to be governed by Section 11.75.

93155698 \* \*

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

Dated this 18th day of February, 1993.





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Gilbert L. Bratten  
Signature

700 S. Second Street  
Street Address

Gilbert L. Bratten  
Name

Springfield, IL 62704  
City/Town      State      Zip Code

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