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AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignato

FILED
00 DEC 22 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 22, 2000

ORDER TIME : 10:29 AM

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ORDER NO. : 942721-005

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
Buckingham Doolittle &
Burroughs
Suite 201
5551 Ridgewood Drive
Naples, FL 34108

DOMESTIC FILING

NAME: MS HOME-COLLIER COUNTY, INC.

EFFECTIVE DATE: __

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS: _____

SWITHAM, J. J.
TALLAHASSEE, FL
NOV 22 2000

NOV 22 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MS HOME-COLLIER COUNTY, INC.
(a corporation not for profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation not for profit to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

MS Home-Collier County, Inc.

The initial principal office and mailing address of the Corporation is:

705 Willowhead Drive
Naples, Florida 34103

SECOND: The term for which the Corporation is to exist shall be perpetual or until such time as the Corporation shall have been dissolved in accordance with the laws of the State of Florida.

THIRD: The Corporation is organized exclusively for educational and charitable activities and for the specific purposes of: improving the quality of life for those living with Multiple Sclerosis; providing education regarding Multiple Sclerosis; and engaging in any lawful act or activity not for pecuniary profit for which corporations not for profit may be organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue law.

FOURTH: The address of the initial registered office of the Corporation shall be:

Lisa Luthringer
705 Willowhead Drive
Naples, Florida 34103

FIFTH: The manner in which the directors are to be elected or appointed shall be as stated in the bylaws of the Corporation. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Lisa Luthringer
705 Willowhead Drive
Naples, Florida 3403

Debbie Heil
6582 Trail Blvd.
Naples, Florida 34108

Michael Dunlap
5722 Sea Grass Lane
Naples, Florida 34116

Daniel Fontella
4127 Willowhead Way
Naples, Florida 34103

Robert Resha
515 Anchor Rode Drive
Naples, Florida 34103

SIXTH: The name and address of the sole incorporator is:

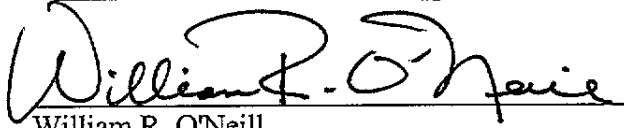
William R. O'Neill, Esq.
Buckingham, Doolittle & Burroughs, LLP
5551 Ridgewood Drive, Suite 201
Naples, Florida 34108

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political

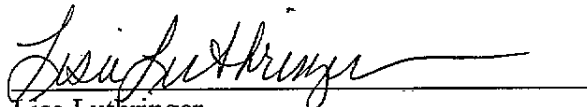
campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

EIGHTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator, has executed these Articles of Incorporation on this ^{20th} day of December, 2000.


William R. O'Neill
Sole Incorporator

I, Lisa Luthringer, having been designated to act as registered agent, hereby agree to act in such capacity.


Lisa Luthringer
Initial Registered Agent