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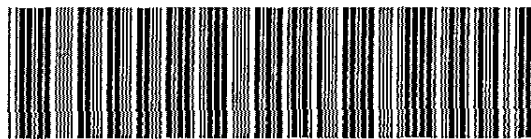
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04 OCT -1 AM 10:58

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SUMNER & ASSOCIATES, P.C.

Attorneys at Law

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September 27, 2004

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

Re: ASSOCIATION FOR ASSISTED LIVING PHARMACY, INC.

Dear Gentleperson:

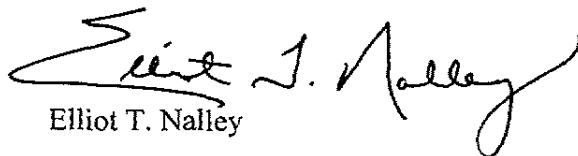
Enclosed please find an original and two (2) copies of the Articles of Incorporation of Association for Assisted Living Pharmacy, Inc. and a check for \$87.50 made payable to Department of State which represents the fee for Filing and Designation of Registered Agent, a Certified Copy of the Filed Articles, and a Certificate of Corporate Status.

I trust that you will date stamp and return to me at the address shown above appropriate copies of the Articles as filed, the requested Certification, and Certificate of Status.

Thank you for your attention to this matter. I am, with best regards,

Sincerely,

SUMNER & ASSOCIATES, P.C.


Elliot T. Nalley

Articles of Incorporation
Of
Association For Assisted Living Pharmacy, Inc.

A Florida Not for Profit Corporation

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ARTICLE ONE
Name

The name of this corporation is **Association for Assisted Living Pharmacy, Inc.**

ARTICLE TWO
Statement Of Corporate Nature

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE
Purposes

The specific and primary purposes for which this corporation is formed are to constitute the professional association of assisted living pharmacy professionals, to promote their common business interests, and to do within the law all things necessary and proper to accomplish those purposes.

The general purposes for which this corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

ARTICLE FOUR
Dedication Of Assets

The property of this corporation is irrevocably dedicated to the purposes stated above, and no part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE FIVE
Membership

The Corporation shall have members. The requirements for membership shall be established in the Bylaws.

ARTICLE SIX
Principal Office and Registered Agent

The principal place of business and the mailing address of the corporation shall be 915 Middle River Drive, Suite 313, Ft. Lauderdale, Broward County, Florida 33304

The address of the initial registered office of the corporation is 915 Middle River Drive, Suite 313, Ft. Lauderdale, Broward County, Florida 33304, and the initial registered agent at that address is Brian T Smith.

ARTICLE SEVEN
Initial Directors

There shall be three directors constituting the initial board of directors.
The names and addresses of the initial directors are:

Brian T. Smith
915 Middle River Drive, Suite 313
Ft. Lauderdale FL 33304

Stephen A. Axelrod
915 Middle River Drive, Suite 313
Ft. Lauderdale FL 33304

James B. Higley
915 Middle River Drive, Suite 313
Ft. Lauderdale FL 33304

ARTICLE EIGHT
Incorporator

The name and address of the incorporator of this corporation is:

Brian T. Smith
915 Middle River Drive, Suite 313
Ft. Lauderdale FL 33304

ARTICLE NINE
Management Of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation, the manner of their election, and their respective terms of office shall be defined in the bylaws duly adopted by the members. The directors named in Article Seven shall hold office until the first annual meeting of members to take place after incorporation, and until their successors are elected, qualified and installed.

(b) Corporate Officers. The directors of the corporation shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. The initial Officers of the Corporation, who shall hold office until the first annual meeting of members to take place after incorporation and until their successors are elected, qualified and installed, are:

Brian T. Smith, President
Stephen A. Axelrod, Vice President
Stephen A. Axelrod, Secretary
Brian T. Smith, Treasurer

ARTICLE TEN
Distribution Of Assets

Upon the dissolution of the Corporation's affairs, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for the purposes as described in Article Three hereof. In the event that, upon dissolution of the Corporation, the board of directors shall fail to act in the manner herein provided within a reasonable period of time, upon the application of one or more persons having a real interest in the Corporation or its assets, the Corporation's assets 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 the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE ELEVEN
Indemnification of Directors and Officers

Each director and each officer or former director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against them, or any action, suit or proceeding to which he or she may be a party by reason of his being, or having been, a director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim,

action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE TWELVE
Amendment Of Articles

Amendments to these articles of incorporation may be adopted by the vote of two-thirds of the members of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, does hereby affix his signature this 13th day of September 2004.

B.T.S. II
Brian T. Smith
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

B.T.S. II
Brian T. Smith, Registered Agent

9/13/2004
Date

B.T.S. II
Brian T. Smith, Incorporator

9/13/2004
Date

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