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FLORIDA PROFIT/NON PROFIT CORPORATION
FLORIDA PACE ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
FLORIDA PACE ASSOCIATION, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: FLORIDA PACE ASSOCIATION, INC. (the "Corporation").

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are:

- 2.1 To advance the accessibility and quality of the services provided by Program of All-inclusive Care for the Elderly ("PACE"), as defined in Florida Statutes Section 430.707 and Public Law 105-33, in Florida. For purposes of these Articles of Incorporation, "PACE Organization" shall mean an entity that has in effect a PACE Program Agreement to operate a PACE Program under Title 42 of the Code of Federal Regulations (2010) or its successors
- 2.2 To set standards for the conduct, and business practices for PACE Organizations.
- 2.3 To improve the health of the elderly population in Florida through increased accessibility and programs of PACE Organizations.
- 2.4 To improve and develop knowledge of new ideas and methodologies of providing services to the elderly by PACE Organizations.

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- 2.5 To educate governmental bodies and the public concerning the needs of the elderly population in Florida and the services available through PACE Organizations.
- 2.6 To participate in or conduct activities to promote each of the abovementioned purposes.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation. Specifically, the Corporation shall be organized to unite PACE Organizations within the State of Florida to promote, advance, and protect the mutual interests of the Corporation's Members and the availability of the services of PACE Organizations to the elderly in Florida, to provide a forum for sharing of information and educational materials gained by its Members, and in general, to promote the image and exposure of the PACE Organizations in Florida.

The purposes for which this Corporation is organized shall be limited to those which promote the interests of the PACE Organizations. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

No compensation or benefit shall be paid to any Member, officer, Director, trustee, creator or organizer of the Corporation except as a reasonable allowance for services actually rendered to or for the Corporation.

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The Corporation is organized to serve the interests of PACE Organizations in the State of Florida. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Members of the Corporation shall consist of:

- (a) Artificial entities (corporations, limited liability companies, etc. (herein "Member Entity")) qualified for and elected to the membership in the Corporation as set forth in the Corporation's Bylaws.
- (b) To become a Member of the Corporation, a Member Entity shall be selected in accordance with the provisions of the Bylaws of the Corporation.
- (c) A Member shall have the right to appoint a Director and an Alternate Director as provided in the Bylaws of the Corporation.
- (d) Except as set forth in this Article IV, the Members of the Corporation shall have no voting rights or authority in the management of the Corporation, included but not limited to, voting rights concerning sale of all or substantially all of the Corporation assets, voting rights

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concerning amendments of the Articles of Incorporation or Bylaws, voting rights concerning merger of the Corporation, or dissolution of the Corporation.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be fixed in the Bylaws of this Corporation. No Member Entity shall have more than one (1) representative serving as a member of the Board of Directors. Each Member entity shall appoint one (1) Director and an Alternate Director to serve on the Board of Directors of the Corporation. Each Member entity through its Director shall have one (1) vote on all matters coming before the Board of Directors which shall be cast by the Director or, in the absence of the Director, by the Alternate Director. Vacancies on the Board of Directors shall be appointed by the Member Entity originally appointing such Director or Alternate Director.

The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer qualified as set forth in the Corporation's Bylaws. Officers shall be selected as provided in the Corporation's Bylaws. Each officer shall serve for a term of two (2) years, beginning the 1st day of the month immediately following his election as provided in the Corporation's Bylaws.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as Directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>	H10000241598 3
Samira K. Beckwith	9470 HealthPark Circle Ft. Myers, FL 33908	
Dan Brady	5200 NE 2nd Avenue Miami, FL 33137	
Kathy L. Fernandez	12973 Telecom Parkway, Suite 100 Temple Terrace, FL 33637	
Debra Shade	13945 Evergreen Avenue Clearwater, FL 33762	

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a two-thirds(2/3rds) vote of the Board of Directors in accordance with the Bylaws.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by two-thirds (2/3rds) affirmative vote of the Board of Directors of the Corporation.

ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

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ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this Corporation shall be:

William A. Boyles

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DIVISION OF CORPORATIONS

ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The initial principal office and/or mailing address of this Corporation shall be:

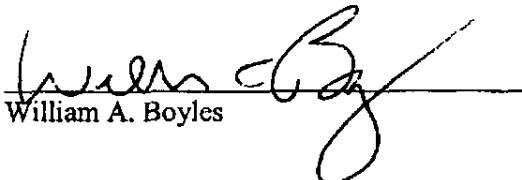
c/o William A. Boyles
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

William A. Boyles
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

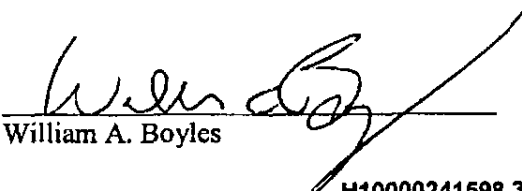
IN WITNESS WHEREOF, I have set my hand and seal this 4th day of November, 2010.


William A. Boyles

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of FLORIDA PACE ASSOCIATION, INC., I hereby accept and agree to act in this capacity.

Dated: November 4th, 2010


William A. Boyles

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