

Edward Casoria, Jr.

Attorney at Law

2153 Lee Road, Winter Park, Florida 32789

(407) 629-9411

N98000006010

October 15, 1998

Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

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-10/20/98--01035--001
****105.00 ****105.00

RE: Incorporation of Seniors First Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent for the above corporation and a check in the amount of \$105.00 to cover the filing fees and cost of a certified copy..

Please furnish me with the assigned charter number and the certified copy at your earliest convenience.

Your assistance in this matter is appreciated.

Sincerely yours,



Edward Casoria, Jr.

EC/hb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Facsimile (407) 645-3224

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MS

ARTICLES OF INCORPORATION
OF
SENIORS FIRST FOUNDATION, INC.

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SECRETARY OF CORPORATIONS
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ARTICLE I. - NAME

The name of this corporation is SENIORS FIRST FOUNDATION, INC. and the mailing address of the corporation is 5395 L.B. McLeod Road, Orlando, FL 32811.

ARTICLE II. - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III. - PURPOSE

The specific and primary purposes for which this corporation is organized are:

A. Exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1997 or the corresponding provision of any future federal tax code.

B. To solicit, acquire, accept, hold, invest, reinvest, and administer any gifts, bequests, devises, trusts (and the benefits thereof), and property of any kind or sort, without limitation as to amount or value, and to use, disburse, or donate the income therefrom, the principal, or both, for the purpose of providing funds for operating or capital needs, or both, of SENIORS FIRST, INC. (so long as it is an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1997) and of any affiliate or subsidiary of SENIORS FIRST, INC. so long as such affiliate or subsidiary is also exempt from taxation under Section 501(c)(3).

C. To operate exclusively in any other manner for such religious, charitable, scientific, literary, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1997, as amended, or the corresponding provision of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV. - ELECTION OF DIRECTORS

The method for election or appointment of directors shall be stated in the ByLaws of the corporation.

ARTICLE V. - BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The corporation shall have 8 Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. At all times a majority of the members of the Board of Directors of this corporation shall be either officers or members of the Board of Directors of SENIORS FIRST, INC. The names and addresses of the initial Board of Directors of the corporation are:

Kathy Beattie
114 Oak Leaf Lane
Orlando, FL 32803

Norman F. Burke
Post Office Box 2026
Winter Park, FL 32790-2026

Edward Casoria, Jr.
2153 Lee Road
Winter Park, FL 32789

John L. Gay
200 Pasadena Place
Orlando, FL 32803

Walter G. Hawkins
400 South Orange Avenue
Orlando, FL 32801

Douglas G. Palmer
1201 S. Orlando Ave., Suite 400
Winter Park, FL 32789-7192

Margaret M. Sauer
908 Almond Tree Circle
Orlando, FL 32835

William L. Warren
Post Office Box 10000
Lake Buena Vista, FL 32830

ARTICLE VI.- EARNINGS AND ACTIVITIES

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members [unless such member is exempt under Section 501(c)(3) of the Internal Revenue Code] or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation by such persons.

B. 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 any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1997 (or the corresponding provision of any future federal tax code), or (2) by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1997 (or the corresponding provision of any future federal tax code).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII. - DISSOLUTION

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 of 1997, or 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 the Circuit Court 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 is/are organized and operated exclusively for such purposes. In the event dissolution distributions are required, preference first shall be shown in making the distributions to SENIORS FIRST, INC. (provided such corporation is a tax-exempt organization described herein at the time of such dissolution) or second such other Florida not-for-profit corporations whose goals and objectives exist and continue to meet the requirements of the preceding sentence.

ARTICLE VIII. - INCORPORATORS

The name and address of the Incorporator signing these articles are: Edward Casoria, Jr., 2153 Lee Road, Winter Park, FL 32789.

ARTICLE IX. - INITIAL REGISTERED OFFICE AND AGENT

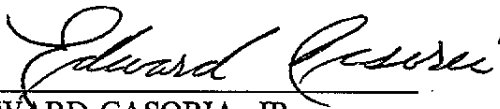
The street address of the initial registered office of this corporation is 2153 Lee Road, Winter Park, FL 32789, and the name of the initial registered agent of this

corporation at that address is Edward Casoria, Jr..

ARTICLE X. - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by an absolute two-thirds (2/3) vote of the Board of Directors.

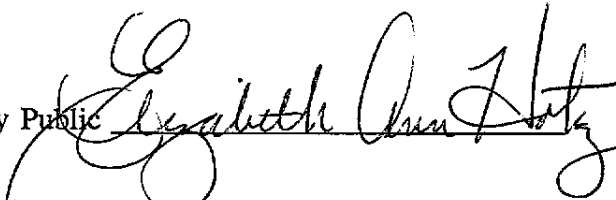
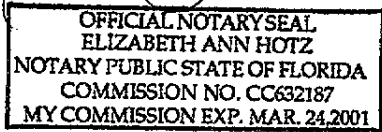
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 6th day of OCTOBER, 1998.


EDWARD CASORIA, JR.
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of OCTOBER, 1998, by Edward Casoria, Jr., who is personally known to me or who has produced KNOWN as identification.

Notary Public 

OFFICIAL NOTARY SEAL
ELIZABETH ANN HOTZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC632187
MY COMMISSION EXP. MAR. 24, 2001

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted:

FIRST, that SENIORS FIRST FOUNDATION, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at 5395
L.B. McLeod Road, Orlando, FL 32811, has named Edward Casoria, Jr., located at 2153
Lee Road, Winter Park, FL 32789, as its agent to accept service of process within Florida.

SECOND, having been named to accept service of process for the above-named
corporation, at the place designated in this Certificate, the undersigned agrees to act in this
capacity, and agrees to comply with the provisions of Florida law relative to keeping the
designated office open. The undersigned is familiar with, and accepts the obligations of the
position of registered agent.

DATED: October 6, 1998


EDWARD CASORIA, JR.
Registered Agent

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