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CORPORATION(S) NAME

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Miami Richmond Heights Chapter #5312 of AARP, Inc.

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ARTICLES OF INCORPORATION
OF
MIAMI RICHMOND HEIGHTS CHAPTER #5312 OF AARP, INC.
(A NOT FOR PROFIT CORPORATION)

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TALLAHASSEE, FLORIDA
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THE UNDERSIGNED incorporators for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I: The name of the corporation is:

MIAMI RICHMOND HEIGHTS CHAPTER #5312 OF AARP, INC.

ARTICLE II: The purpose or purposes for which the corporation is organized, shall be:

1. To provide a channel through which members can engage in meaningful community service activities.
2. To offer members opportunities for self-appraisal and assistance in planning lifestyles designed to attain maximum self-realization and enrichment.
3. To help foster equality of opportunity for older Americans by promoting their continued growth and development, self-respect, self-confidence and usefulness; by encouraging their participation in contemporary life; and by stimulating a dynamic public interest in the aging population, and recognition of their potential.
4. To identify experiences which will further growth and development of personality for retired persons and lead to new, useful and creative roles which enhance life-fulfilment.
5. To devote the energies of the Chapter to furthering its goals of prolonging and improving the mental and physical well-being of retired persons.
6. To aid retired persons in their social, physical, economic and intellectual needs by acting as a local Chapter of AARP, a District of Columbia Non-Profit Corporation, in accordance with and in furtherance of its purposes, objectives and ideals.

ARTICLE III: The Corporation is to have members. The designation of the class or

classes of members of the Corporation and the qualifications and rights, including voting rights, of the members of each such class, shall be as follows:

1. The Corporation shall have two classes of members: national organization and individual. AARP shall be the national organization member of the Corporation. All persons who are members in good standing of AARP and who pay, in advance, to the Corporation the annual dues which may be prescribed from time to time in the By-Laws of the Corporation shall be individual members.

2. Except as otherwise provided herein or in the By-Laws, the national organization member of the Corporation shall not have any voting rights, but all voting rights shall be vested in the individual members, and the affirmative vote of a majority of the individual members present in person and entitled to vote at a meeting of members with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter. Notwithstanding the foregoing, the national organization member shall be entitled to vote in person or by proxy on all matters relating to the amendment of the Articles of Incorporation or By-Laws, but the affirmative vote of the national organization member with respect to any such matter shall be necessary to decide such matter.

ARTICLE IV: The manner in which the directors of the Corporation are to be elected or appointed shall be as provided in the By-Laws of the Corporation.

ARTICLE V: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and its directors:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, member or other private individual, 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 SECOND hereof. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2. In the event the existence of the Corporation should for any reason be terminated, all funds of the Corporation shall, after the payment of its liabilities, be distributed exclusively for charitable or social welfare purposes.

3. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction which is a prohibited transaction as defined in Section 503(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent United States Revenue Laws.

4. Neither the Corporation nor any officer or individual member of the Corporation shall have the authority to represent, contract for, or otherwise act in an official capacity for AARP. No officer or individual member shall use the Corporation to further his own personal interests.

5. The purposes and objects of the Corporation shall in all respects conform to the purposes of AARP. The Corporation shall not engage in or permit or suffer any activity detrimental to or which detracts from the best interests of AARP or its members.

ARTICLE VI: The Corporation shall have perpetual existence.

ARTICLE VII: The names and addresses of the incorporators of these Articles of Incorporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Lee McNabb	11535 SW 142 nd Street Richmond Heights, Florida 33176-6305
Geraldine Corbett	10773 SW 142 nd Lane Richmond Heights, Florida 33176-6538
Amy Prince	14861 Fillmore Street Richmond Heights, Florida 33176-7613
Ned Roberson	11501 SW 142 nd Street Richmond Heights, Florida 33176-6305

ARTICLE III: The number of persons constituting the first board of directors of the Corporation shall be five (5).

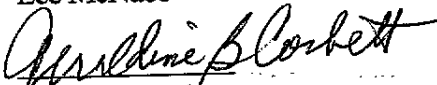
The names and addresses of the members of the board of directors who are to serve until the first election of directors are:

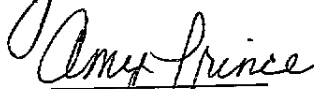
<u>NAMES</u>	<u>ADDRESSES</u>
Lee McNabb	11535 SW 142 nd Street Richmond Heights, Florida 33176-6305
Geraldine Corbett	10773 SW 142 nd Lane Richmond Heights, Florida 33176-6538
Amy Prince	14861 Fillmore Street Richmond Heights, Florida 33176-7613
Ned Roberson	11501 SW 142 nd Street Richmond Heights, Florida 33176-6305
Ulysses Harris, Jr.	14101 Jeffersons Street Richmond Heights, Florida 33176

ARTICLE IX: The street address of the initial registered and principal office of the corporation is 11535 SW 142nd Street, Richmond Heights, Florida 33176-6305 and the name of its initial registered agent at such address is **LEE McNABB**.

Signed this 3rd day of August, 2000.


Lee McNabb


Geraldine Corbett


Amy Prince


Ned Roberson.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lee McNabb
Lee McNabb - Registered Agent

8. 3. 2000

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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