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The Law Firm of Bradley K. Boyd
2112 South Grant Place
Melbourne, Florida 32901

Thursday, August 3, 2000

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

FILED
2000 AUG 21 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

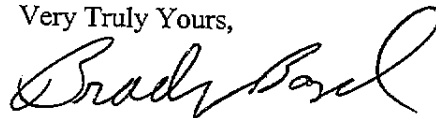
Re: Fighting Elder Abuse Together, Inc.
Our File No.: 268

300003365243--6
-08/21/00--01003--007
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation, a check for \$78.75, and a self addressed stamped envelope. Please file the original articles and send me back a certified copy in the envelope. Please contact my office if you need anything further. Thank you for your assistance.

Very Truly Yours,



Bradley K. Boyd

BKB/al
encl.

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W-20255

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Articles of Incorporation

Fighting Elder Abuse Together, Inc.

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: Fighting Elder Abuse Together, Inc.

ARTICLE II

Memorial

This corporation is established in memory of Francis E. Ahler who died on 12/13/97 a victim of elder abuse.

ARTICLE III

Principal Place of Business and Mailing Address

The principle place of business and mailing address of this corporation shall be: 591 Jupiter Blvd., NW, Palm Bay, FL 32907.

ARTICLE IV

Purpose

(1) The Primary purpose of this corporation is to provide information and guidance to the elderly and their caregivers to prevent elder abuse and to provide a safe haven for the elderly in times of crisis. In addition, the corporation will provide support to families of elder abuse victims.

(2) The corporation may have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

(3) The corporation shall receive and maintain real and personal property, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principle thereof exclusively for the primary charitable purpose described above either directly or by contributions to an organization or organizations with like purposes that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaigning on behalf of any candidate for public office, at any time.

(5) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4992 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(8) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(9) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(10) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(11) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the primary purpose of the corporation in such manner, or to such organization or organizations organized and operated for the primary purpose of the corporation as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the County or Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for the

primary purpose of the corporation.

ARTICLE V
Manner of Election of Directors

The method of election of the directors of the Corporation is set forth in the bylaws.

ARTICLE VI
Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 6127.0302, Florida Statutes, unless limited elsewhere in these articles.

ARTICLE VII
Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is: Judith Ahler Friddle of 591 Jupiter Blvd., NW, Palm Bay, FL 32907.

ARTICLE VIII
Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is (are):

Judith Ahler Friddle of 591 Jupiter Blvd., NW, Palm Bay, FL 32907.

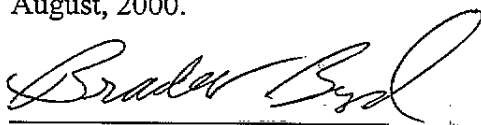
The undersigned incorporator has executed these Articles of Incorporation this 1st day of August, 2000.


Judith Ahler-Friddle, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an office duly authorized in the State of County aforesaid to take acknowledgments, personally appeared Judith Ahler-Friddle who is personally known to me or who produced identification and who did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 1st day of August, 2000.


Bradley K. Boyd
NOTARY PUBLIC-State of Florida



Bradley K. Boyd
My Commission CG717497
Expires March 31, 2002

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Desiring to organize as a corporation pursuant to the laws of the State of Florida, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida:


The name of the corporation is **Fighting Elder Abuse Together, Inc.**

Judith Ahler-Friddle has agreed to be designated the corporation's Registered Agent to accept service of process within the State of Florida at the registered office located at 591 Jupiter Blvd. NW, Palm Bay, FL 32907.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above named 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 as Registered Agent and I am familiar with and accept the obligations of my position as registered agent.

Dated this 1st day of August, 2000.


Judith Ahler-Friddle
Registered Agent

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