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LAW OFFICES
OF
GOLDSMITH & GROUT, P.A.

Karen L. Goldsmith
Jonathan S. Grout
Peter A. Lewis

October 23, 2000

Via UPS Next Day Air

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
00 OCT 24 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Protect Our Parents, Inc.

Dear Madam or Sir:

Enclosed are the original and two (2) copies of the Articles of Incorporation for the referenced corporation and a check for \$87.50 to cover your filing fee. Please provide us with a certified copy of the Articles and a Certificate of Status.

I have enclosed a UPS Next Day Air envelope and a return shipping form, billing the return service to our account. It would be greatly appreciated if you would return the certified copy of the Articles and the Certificate of Status to us by overnight UPS.

Thank you for your assistance. Please call collect if you have any questions.

Sincerely,

Sandra B. Smith

- Sandra B. Smith
- Paralegal

:sbs
Enclosures

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*****87.50 *****87.50

Reply to:

2180 Park Avenue North, Suite 100
Post Office Box 2011
Winter Park, Florida 32790-2011
Voice (407) 740-0144
Facsimile (407) 740-8574

307 West Park Avenue
Post Office Box 1017
Tallahassee, Florida 32302-1017
Voice (850) 222-1745
Facsimile (850) 222-0708

T. Burch OCT 25 2000

ARTICLES OF INCORPORATION
(Not for Profit)

OF

PROTECT OUR PARENTS, INC.

FILED

00 OCT 24 PM 2: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation in compliance with Chapter 617, Florida Statutes which shall be not for profit.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be PROTECT OUR PARENTS, INC.

ARTICLE II

NATURE

The nature of the activities to be conducted or the purposes to be promoted or carried out by the corporation are as follows:

- a. To establish and operate a nonprofit organization, organized and operated exclusively for educational, charitable, and scientific purposes within the meaning of Section 501 of the Internal Revenue Code;
- b. To promote and inculcate interest in the civic and social affairs of the community;
- c. To educate the community on the needs of and the resources available to the elderly;
- d. To do any other act or thing incidental to or connected with the foregoing purposes or for any other lawful purpose, or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers, except as permitted by law.

The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 2180 Park Avenue North, Suite 100, Winter Park, FL 32789.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND MANNER OF ELECTION

The initial board of directors of this corporation shall be:

Michael Walker
Genesis Health Centers
101 East State Street
Kennett Square, Pennsylvania 19348

John Overton
Overton, Fletcher & Associates
1871 Cottonwood Trail
Sarasota, FL 34232

Norman Estes
Northport Health Services, Inc.
931 Fairfax Park
Tuscaloosa, Alabama 35406

The initial officers shall be:

Norman Estes - President
John Overton - Vice President
Michael Walker - Secretary/Treasurer

The subsequent members of the Board of Directors shall be elected annually by majority vote of the Board of Directors.

Officers shall be elected annually in accordance with the provisions of the bylaws.

ARTICLE V

RESIDENT AGENT

The resident agent for this corporation shall be:

Karen L. Goldsmith, Esq.
2180 North Park Avenue
Winter Park, FL 32789
(407) 740-0144

ARTICLE VI

INCORPORATOR

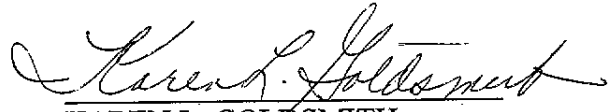
The initial incorporator of this corporation shall be Karen L. Goldsmith.

ARTICLE VII

MISCELLANEOUS PROVISIONS

- a. This corporation has not been formed for pecuniary profit or financial gain of its directors, officers or members and no part of its assets, income, profits or net earnings shall inure to the benefit of any private person nor be distributable to same except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it affecting one or more of the purposes for which it is in existence. Payments and distributions may be made in furtherance of these purposes. No officer or director shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.
- b. Upon dissolution of the corporation, the Board of Directors shall, after paying or making a provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes and in the manner permitted by the applicable Internal Revenue Code and Florida law.
- c. The management of the corporation shall be vested in the Board of Directors.
- d. The duration of the corporation is unlimited.
- e. The personal liability of a director of the corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount equal to the amount of compensation, if any, received by that director during the calendar year in which the violation occurred, if such breach did not:

1. Involve a knowing violation of the law or;
2. Enable the director to receive an improper personal economic gain or;
3. Show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation or;
4. Constitute a sustained and unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation.


KAREN L. GOLDSMITH
GOLDSMITH & GROUT, P.A.
Incorporator
2180 Park Avenue North
Winter Park, Florida 32789
(407) 740-0144

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


KAREN L. GOLDSMITH