

**Jo Ann Abrams**

**Attorney at Law**

Phone (561) 791-1989  
Fax (561) 791-2817  
16569 60th Street North  
Loxahatchee, FL 33470

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 30, 2000

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600003449008--8  
-11/02/00--01074--001  
\*\*\*\*113.75 \*\*\*\*87.50  
78.75

To whom it may concern:

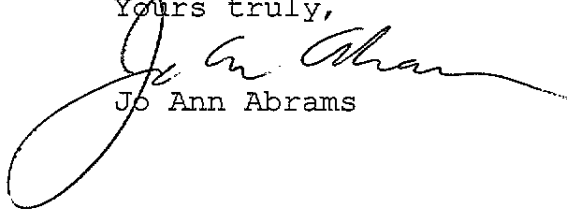
Please find enclosed two copies of the articles of incorporation for Association for Aging Service Providers, Inc.

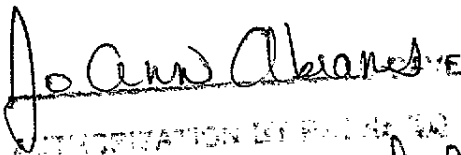
I am also enclosing the articles of dissolution for a nonprofit corporation of the same name that was filed mistakenly, as well as an affidavit to allow the nonprofit to use the name.

I am enclosing a check in the amount of \$113.75 for the filing fees.

Please return same to the above address.

Yours truly,

  
Jo Ann Abrams

  
JO ANN ABRAMS

manner of election

DATE: 11/13/00


AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF BROWARD

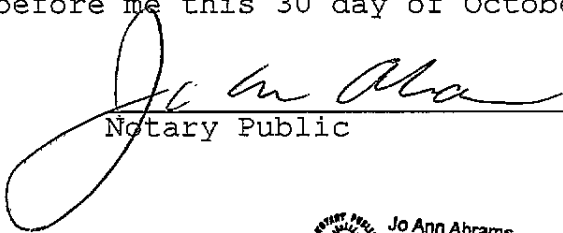
Before me the undersigned authority, personally appeared Arnold Sachs, who upon being first duly sworn on oath, and deposes and says:

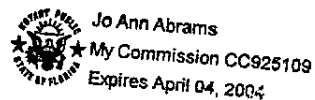
1. That I am the chairman of the board and the incorporator of the for profit corporation known as the Association of Aging Service Providers, Inc.
2. That the corporation was mistakenly incorporated as a for profit corporation.
3. That the corporation has dissolved itself under Florida Statutes Section 607.1403.
4. That the corporation will not use this name and gives its permission for a nonprofit corporation to be filed using the same name: Association of Aging Service Providers, Inc.

Further affiant sayeth not.

  
Arnold Sachs

Sworn to and subscribed before me this 30 day of October, 2000.

  
Notary Public



ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF AGING SERVICE PROVIDERS, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA.

I, Arnold Sachs, Incorporator, of Association of Aging Service Providers, Inc., a Florida corporation not for profit, in accordance with Section 617.02 of the Florida Not for Profit Corporation Act, do hereby file the following Articles of Incorporation and certify as follows:

ARTICLE I

The name of this corporation is Association of Aging Service Providers, Inc. The Corporation's initial principal address is 16569 60<sup>th</sup> Street North, Loxahatchee, Florida 33470.

ARTICLE II

The object of the Corporation is to operate a business league or trade association to build and develop the aging service provider industry through education, research and promotion.

To this end, the Corporation will administer and support an executive board and membership body composed of individuals and or corporations that are interested in preserving, encouraging, assisting, promoting and supporting the goals and objects of Association of Aging Service Providers, Inc. as set forth in the preceding paragraph. Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for religious, charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

Qualifications for members and the manner for their admission shall be as regulated by the bylaws.

The members of the Corporation shall not be entitled to any vote concerning the affairs, business, operation or control of the Corporation. Such affairs, business, operation and control of the Corporation will rest solely in the Board of Directors.

ARTICLE IV

The corporation is to have perpetual existence unless sooner dissolved according to law.

#### ARTICLE V

The registered agent for the corporation shall be Arnold Sachs. The place designated for service of process shall be 16569 60<sup>th</sup> Street North, Loxahatchee, Florida 33470.

#### ARTICLE VI

The affairs, business, operation and control of the Corporation shall be vested solely in its Board of Directors, and which may exercise all of the powers of the Corporation and do all such lawful acts and things except as limited by law, these Articles of Incorporation or the bylaws.

Each Director shall hold office at the pleasure of the Board of Directors, unless such Director sooner dies, resigns or ceases to be qualified to be a member of the Board of Directors in accordance with qualification requirements adopted from time to time by the Board of Directors. The Directors shall all be members of the Corporation. The Directors shall be elected as provided in the bylaws.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time by the Board of Directors in accordance with the bylaws, but in no event shall the number be less than three (3).

The names and street addresses of the members of the initial Board of Directors are:

Arnold Sachs  
16569 60<sup>th</sup> Street North  
Loxhatchee, Florida 33470

Jo Ann Abrams  
16569 60<sup>th</sup> Street North  
Loxahatchee, Florida 33470

Craig Marrone  
8550 Tourmaline Blvd.  
Boynton Beach, Florida 33437

#### ARTICLE VIII

The initial officers of the Corporation shall consist of a President, a Secretary and a Treasurer. Each officer shall be a member of the Board of Directors.

## ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the members, trustees, officers or other private persons, 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 II hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE X

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, 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 Court of Common Pleas of the country 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 are organized and operated exclusively for such purposes.

## ARTICLE XI

Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or negligence by him/her as such Director or Officer. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled to by law.

ARTICLE XII

These Articles of Incorporation may be amended from time to time by an affirmative vote of two thirds (2/3) of the Board of Directors at any annual meeting or at any special meeting called for such purpose and upon twenty (20) days written notice of the intention to submit such amendment.

ARTICLE XIII

The name and address of the initial incorporator is Arnold Sachs, 16569 60<sup>th</sup> Street North, Loxahatchee, Florida 33470.

In Witness Whereof, I, the undersigned, being the incorporator, hereinbefore named, for the purpose of forming a not for profit corporation to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand this 30 day of October, 2000.

Association of Aging Service Providers, Inc.

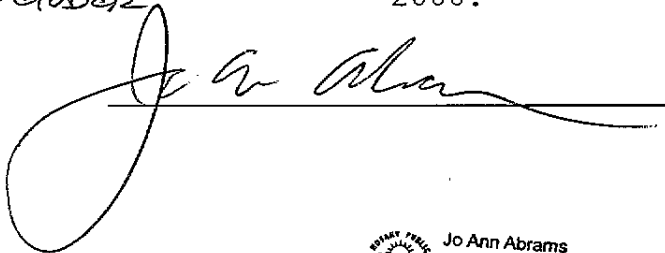
By: 


Arnold Sachs, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Arnold Sachs, who, being first duly sworn, depose and say that she executed this instrument as a free act and deed as incorporator for the said Corporation for the uses and purposes therein mentioned and that the instrument is the act and deed of said Corporation.

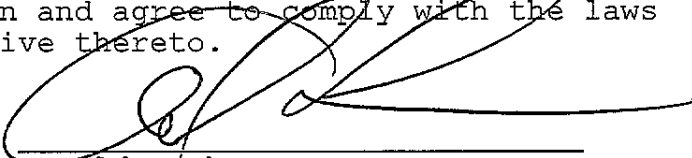
Witness my hand and notarial seal at Palm Beach, Florida,  
this 30 day of October, 2000.



 Jo Ann Abrams  
My Commission CC925109  
Expires April 04, 2004

ACCEPTANCE OF REGISTERED AGENT

I, Arnold Sachs, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of Association of Aging Service Providers, Inc. do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.



Arnold Sachs  
Registered Agent  
16569 60<sup>th</sup> Street  
Loxahatchee, Florida 33470  
(561) 791-1989

FILED  
00 NOV -2 PM 3:29  
SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA