

TRANSMITTAL LETTER

N01000000230

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

APPROVED AND FILED
01 JAN 10 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Continuum Care: Personal Care Management
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)
& Consulting, Inc.

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-01/10/01--01081--005
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Toni Nelson
Name (Printed or typed)

PO Box B237 C2449 Centerville Rd
Address

Tallahassee FL 32317
City, State & Zip

(850) 385-4300
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]
1-10-01
[Handwritten initials]

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Continuum Care: Personal Care Management & Consulting, 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 this corporation shall be Continuum Care: Personal Care Management & Consulting, Inc. (A corporation not for profit).

**ARTICLE II
Principle place of business and mailing address**

The principle place of business of this corporation shall be:
2449 Centerville Road
Tallahassee, FL 32308

The mailing address of this corporation shall be:
P.O. box 13237
Tallahassee FL 32317

**ARTICLE III
Purpose**

This corporation is organized exclusively for charitable and educational purposes, more specifically:

- 1) To provide services which fill an identified unmet need to elders and disabled persons.
- 2) To provide services which will enhance the quality of life for elders and disabled persons in their own homes, in facilities, or in family care settings.
- 3) To develop and provide educational materials and training for caregivers and for volunteers providing care to elders.
- 4) To generate funds to support the cost of educational and information programs and administration of such services.
- 5) To serve as a source of information to the community on resources for elders, their caregivers and families.
- 6) To develop leadership skills in volunteers working in the field of aging.

- 7) To solicit, accept, hold and administer any public or private grants, contracts, devises, or bequests of money, securities, or property awarded for services to older persons, disabled persons, or purposes related thereto.
- 8) To conduct other programs, activities and services for or on behalf of elders, volunteers, and providers of services to elders in North Florida.

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

- 1) The corporation shall be operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
- 2) No part of the net earnings of the corporation shall benefit, or be distributed to its directors, 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 111 hereof.
- 3) 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 of distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 4) Notwithstanding any other provision of these articles, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax or by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

Manner of election of directors

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. The manner in which directors are elected or appointed is specified in the by-laws. Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected or appointed, as provided in the bylaws.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI

Initial registered agent and street address

The name and street address of the initial registered agent is:

Toni Nelson
2061 Dellwood Drive
Tallahassee, FL 32303

ARTICLE VII

Dissolution of Corporation

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets 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 the 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 a Court of Competent Jurisdiction of the county in which the principle officer of the corporation is located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes in no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

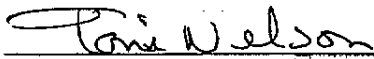
Article VII

Incorporators

The names and the street addresses of the incorporators for the Articles of Incorporation are:

Toni Nelson, 2061 Dellwood Drive, Tallahassee FL 32303

The undersigned incorporator has executed these Articles of Incorporation this ^{VI}3^d day of January, 2001.



Toni Nelson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Continuum Care: Personal Care Management & Consulting, Inc.

2. The name and address of the registered agent and office is:

Toni Nelson
(NAME)
2061 Dellwood Drive
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
Tallahassee FL 32303
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.

Toni Nelson

(SIGNATURE)

1-11-01

(DATE)