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From: Account Name : FORD, JETER & BOWLUS, P.A.
Account Number : 075350000442
Phone : (904) 268-7227
Fax Number : (904) 262-3337

FLORIDA NON-PROFIT CORPORATION

THE FLORIDA SENIOR ALLIANCE, INC.

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**ARTICLES OF INCORPORATION
OF
THE FLORIDA SENIOR ALLIANCE, INC.**

A Florida Not-For-Profit Corporation

The undersigned, for the purpose of forming a Not for Profit Corporation under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be: THE FLORIDA SENIOR ALLIANCE, INC.

ARTICLE II

Principal Office and Mailing Address

The initial mailing address of this corporation shall be: 6110-6 Powers Avenue, Jacksonville, Florida 32217.

ARTICLE III

Corporate Nature

This is a nonprofit corporation organized to create, inspire and promote collaborative efforts for senior citizens, including efforts to protect Florida's seniors against elder abuse and to provide the elderly population self-sufficiency and safety while reducing the likelihood of elder abuse, neglect and exploitation, fraud and premature institutionalization, as well as all other activities involving the elder community and population which are legally permissible, all pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes

This Instrument Prepared By:
Robert M. Morgan
Attorney at Law
Florida Bar No. 511160
Ford, Jeter, Bowlus, Duss, & Morgan P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257
(904) 268-7227

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ARTICLE IV
Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 10110 San Jose Boulevard, Jacksonville, Florida 32257 and the initial registered agent at that office is Robert M. Morgan, Esquire.

ARTICLE V
Incorporator

The name and street address of the incorporator of this corporation is:

Robert M. Morgan, Esquire
Ford, Jeter, Bowlus, Duss, & Morgan, P.A.
10110 San Jose Boulevard
Jacksonville, Florida 32257

ARTICLE VI
Duration

This corporation shall exist perpetually.

ARTICLE VII
Purposes

The specific and primary purposes for which this Not for Profit Corporation is formed are:

(a) For all the purposes a Not for Profit Corporation chartered under the laws relating to not for profit corporations as set forth in Chapter 617, Florida Statutes, as amended from time to time can be utilized.

(b) Exist to create, inspire and promote collaborative efforts that provide seniors self-sufficiency and safety while reducing the likelihood of elder abuse, neglect, exploitation, fraud or premature institutionalization.

ARTICLE VIII
Directors

(1) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its business conducted by a Board of Directors or Board of Trustees, consisting of not less than three (3) persons. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

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(2) The Directors named herein as the first directors shall hold office until the first meeting of members at which time an election of Directors shall be held. The manner in which the directors are appointed shall be set forth in the Bylaws.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members and until the qualification of the successors in office.

(3) The names and street addresses of the initial directors of the corporation are:

Doug Edwards
6110-6 Powers Avenue
Jacksonville, Florida 32217

Michael B. Seaburn
6110-6 Powers Avenue
Jacksonville, Florida 32217

Adam Madrid
6110-6 Powers Avenue
Jacksonville, Florida 32217

(4) The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE IX **Membership**

The corporation shall have members in the corporation. Provisions with respect to the relative rights or interests of the members among themselves and in the property of the corporation, the transferability of membership, and the rights of members upon termination of membership shall be set forth in the Bylaws.

ARTICLE X **Stock**

The corporation shall not be authorized to issue stock

ARTICLE XI **Earnings and Activities of Corporation**

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to an officer, director or other private person, except that the corporation shall be authorized and empowered to pay reasonable fees for services rendered and to make payments in furtherance of the purposes set forth in the Articles of Incorporation.

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(b) No substantial part of the activities of the Not for Profit Corporation shall be for the purpose of carrying on of propaganda, or other influences over legislation, and the corporation shall not participate in, or intervene in (including the publishing of statements) any political campaign for public office.

(c) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XII **Distribution of Assets**

Upon 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 purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII **Amendment of Bylaws**

Subject to the limitations contained in the Articles of Incorporation and the limitations set forth in the Corporations Not for Profit laws for the State of Florida, the Bylaws of the corporation may be altered, rescinded, added to, or new Bylaws may be adopted by resolution of the Board of Directors.

ARTICLE XIV **Dedication of Assets**

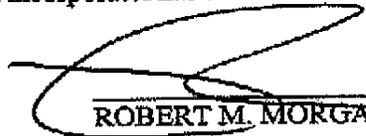
The property of the corporation is irrevocably designated for charitable purposes, and no part of the net income of the corporation shall ever inure to the direct benefit of any director, officer, or to the direct benefit of any private person.

ARTICLE XV **Amendments of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

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IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16th day of March, 2001.


ROBERT M. MORGAN

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 617.0501 and 617.0502, Florida Statutes, the following is submitted:

THE FLORIDA SENIOR ALLIANCE, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates ROBERT M. MORGAN as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be FORD, JETER, BOWLUS, DUSS, & MORGAN, P.A. 10110 San Jose Boulevard, Jacksonville, FL 32257.

DATED this 16th day of March, 2001.


ROBERT M. MORGAN, ESQUIRE

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 16th day of March, 2001.


ROBERT M. MORGAN, ESQUIRE

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