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December 6, 2001

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Jewish Senior Resource Center

200004718562--2  
-12/11/01--01050--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$78.75 to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,

Tracie A. Castiglia  
Legal Assistant to Martin V. Katz

/tac  
Enclosures

FILED  
01 DEC 11 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**JEWISH SENIOR RESOURCE CENTER, INC.**

**FILED**  
01 DEC 11 PM 4: 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be JEWISH SENIOR RESOURCE CENTER, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 4847 Fred Gladstone Drive, West Palm Beach, FL 33417.

**ARTICLE II**

**Purposes**

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE III**

**Prohibited Activities**

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

#### **ARTICLE IV**

##### **Membership**

This Corporation shall have no members.

#### **ARTICLE V**

##### **Corporate Duration**

This Corporation shall have perpetual existence unless sooner dissolved by law.

#### **ARTICLE VI**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 4847 Fred Gladstone Drive, West Palm Beach, FL 33417, and the name of the initial registered agent of this Corporation located at such address is E. DREW GACKENHEIMER.

**ARTICLE VII**

**Board of Directors**

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

E. Drew Gackenheimer	4847 Fred Gladstone Drive West Palm Beach, FL 33417
E. Scott Boord	4847 Fred Gladstone Drive West Palm Beach, FL 33417
Janet N. McCullum	4847 Fred Gladstone Drive West Palm Beach, FL 33417

**ARTICLE VIII**

**Bylaws**

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

**ARTICLE IX**

**Amendment to Articles of Incorporation**

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

## **ARTICLE X**

### **Indemnification**

The Corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

## **ARTICLE XI**

### **Dissolution**

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

## **ARTICLE XII**

### **Incorporator**

The name and address of the incorporator of this Corporation is: E. Drew Gackenheimer, 4847 Fred Gladstone Drive, West Palm Beach, FL 33417.

## **ARTICLE XIII**

### **Indemnification**

This Corporation shall have the power, to the fullest extent permitted by the provisions of the *Florida Statutes*, Section 607.0831 and 607.0850, as limited by Section 617.0834, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of

any rights to which those indemnified may be entitled under any by-laws, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 3<sup>rd</sup> day of December, 2001.

  
+ \_\_\_\_\_  
E. DREW GACKENHEIMER

FILED

01 DEC 11 PM 4: 32

CERTIFICATE DESIGNATING REGISTERED OFFICE

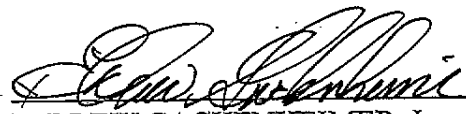
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

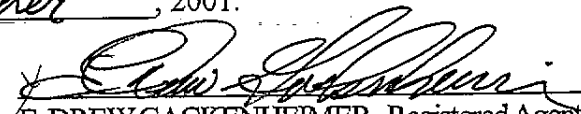
THAT JEWISH SENIOR RESOURCE CENTER, INC. DESIRING TO ORGANIZE OR  
QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 4847 FRED GLADSTONE DRIVE,  
WEST PALM BEACH, FLORIDA 33417 HAS NAMED E. DREW GACKENHEIMER LOCATED  
AT 4847 FRED GLADSTONE DRIVE, WEST PALM BEACH, FLORIDA 33417 AS ITS  
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION  
WITHIN THE STATE OF FLORIDA.

  
E. DREW GACKENHEIMER, Incorporator  
December 3, 2001

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place  
designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply  
with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and  
obligations of Section 617.0503, Florida Statutes.

DATED this 3rd day of December, 2001.

By:   
E. DREW GACKENHEIMER, Registered Agent