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TRANSMITTAL LETTER

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 29 PM 1:18

SUBJECT: ELDERLY PERSONAL AND PRIVATE SERVICES

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

\$78.75 filing fee and certified copy

Sylvia E. Tisdale
From: Sylvia E. Tisdale
6250 College Blvd
Pensacola Florida 32504
daytime phone 850 478-8207 cell 850 572-5761

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 23, 2002

SYLVIA E TISDALE
6250 COLLEGE BLVD
PENSACOLA, FL 32504

SUBJECT: ELDERLY PERSONAL AND PRIVATE SERVICES, INC.
Ref. Number: W02000011598

We have received your document for ELDERLY PERSONAL AND PRIVATE SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please refer to chapter 617, Florida Statutes, or state the corporation is not-for-profit in your articles of incorporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 802A00024436

ARTICLE OF INCORPORATION

ARTICLE I NAME

The name of the corporation shall be: Elderly Personal and Private Services, Inc.
This is a not-for-profit corporation.

ARTICLE II PRINCIPAL OFFICE

The principal place of business shall be 325 North A Street, Pensacola Florida 32501
and the mailing address of the corporation shall be 6250 College Blvd., Pensacola
Florida 32504.

ARTICLE III: PURPOSE

The specific purpose(s) are for which the corporation are:

1. To provide a supervised social center for senior adults needing day care and providing for their primary caregiver respite and/or the opportunity to continue in the work force.
2. It will also serve as a resource center for the senior adults to obtain information that concerns them.

ARTICLE IV: MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED

Section 1. The affairs of the corporation shall be controlled and administered by a Board of Directors, which shall be composed, of not less than 5 members, each of whom shall serve for a term of 2 years.

Section 2. Directors shall be elected by a majority vote of the existing members of the Board of Directors during the annual meeting. A Director may be re-elected. A Director may resign at any time or may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors. Upon the death, removal, resignation or incapacity of any member of the Board of Directors, a majority of the remaining directors may fill the vacancy.

Section 3. The Directors shall meet annually during the month of October at a place time and date, which shall be decided upon by the officers and shall hold such other meetings as may be necessary. Two weeks notice shall be given to all incumbent Directors.

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Section 4. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of one-third of the members of the Board and a majority of such quorum shall decide any question that may properly come before the meeting.

Section 5. The Board of Directors shall serve without compensation.

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

**Sylvia E. Tisdale
6250 College Blvd.
Pensacola Florida 32504**

ARTICLE VI: INCORPORATOR

**Sylvia E. Tisdale
6250 College Blvd
Pensacola Florida 32504**

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

Pursuant to the provisions of Section 607.0501 or 617.0501, 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:

Elderly Personal And Private Services, Inc.

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

Sylvia E Tisdale
(Name)

6250 College Blvd
(P.O. Box NOT acceptable)

Pensacola 71 32504
(City/State/Zip)

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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.

Sylvia E. Tisdale
Signature

4/29/02
Date