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TALLAHASSEE, FLORIDA

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GREENFELDER, MANDER, MURPHY, DWYER & MORRIS

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August 18, 2003

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

Re: Articles of Incorporation for Springtime in the Autumn Years, Inc.

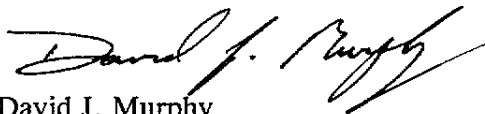
Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of \$78.75 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, MURPHY,
DWYER & MORRIS



David J. Murphy

DJM/kw

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Springtime In The Autumn Years, Inc.
(A Corporation not for profit)**

In compliance with the requirements of Florida Statute Chapter 617, the undersigned, being natural persons, hereby act as incorporators in adopting and filing these Articles of Incorporation for the purpose of organizing a corporation not for profit.

ARTICLE I

The name of the corporation is: **Springtime In The Autumn Years, Inc.**

ARTICLE II

The physical address of the corporation is 37412 Church Avenue, Dade City, FL 33525.

The mailing address of the corporation is P.O. Box 1243, Dade City, FL 33526.

ARTICLE III

The specific and primary purposes for which this corporation is formed are:

- A. The corporation is organized and shall be operated exclusively for charitable, educational, social, and scientific purposes, including but not limited to: providing the nutrition, physical condition, mental outlook, and education of citizens of age 55 and over, through providing meals and socialization several times a week in a central location, to provide for a variety of programs of general interest, and to make available a variety of field trips, and such other purposes of like manner which may arise in the future.
- B. To operate exclusively in any other matter for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the

limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE VI

Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific, or educational purposes in such a manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization: as if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA 170(c)(1) or 26 USCA 170 (c)(2)(B) and is described in 26 USCA 509 (a)(1), or (3).

ARTICLE IX

Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority

Internal Revenue Code, as amended, or under any or the corresponding provisions of any subsequent future federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code.

ARTICLE IV

There are no limitations on the corporate powers authorized under Florida Statute 617.0302.

ARTICLE V

The name and the street address of the initial registered agent is Peggy Johnson, 37412 Church Avenue, Dade City, FL 33525.

ARTICLE VI

Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors, or officers, but 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 VIII of these articles.

ARTICLE VII

Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA 501(a) as an organization described in 26 USCA 501 (c)(3) and which is other than a private foundation as defined in 26 USCA 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be

vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two thirds of the board of directors.

ARTICLE X

Officers

The officers of the corporation may consist of a president, vice president, secretary, treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by a majority vote of the board of directors and may be removed by a majority vote of the board of directors, at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE XI

Qualifications

The qualification of directors and officers are provided for in the bylaws.

ARTICLE XII

Incorporators

The name and address of each incorporator is as follows:

1. Betty Turner, 11018 Mustang Drive, Dade City, FL 33525
2. Donald A. Young, 12313 Carl Loop, Dade City, FL 33525.
3. Jacqueline R. Carroll, 11740 Elkins Road, Dade City, FL 33525.

ARTICLE XIII

Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended, or rescinded by the board of directors.

ARTICLE XIV

Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

The undersigned incorporators have executed these Articles of Incorporation, this 11th day of August, 2003.

SIGNATURE OF INCORPORATORS

Betty Turner

Betty Turner
Typed name of incorporator signing

Donald A. Young

Donald A. Young
Typed name of incorporator signing

Jacqueline R. Carroll

Jacqueline R. Carroll
Typed name of incorporator signing

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Betty Turner, who is personally known to me, and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation under oath.

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 11th day of August 2003.

Margaret K Johnson
Printed name:
Notary Public




Margaret K Johnson
My Commission CC956308
Expires August 13, 2004

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Donald A. Young, who is personally known to me, and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation under oath.


IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 11th day of August 2003.

Margaret K Johnson
Printed name:
Notary Public  Margaret K Johnson
My Commission CC956308
Expires August 13, 2004

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jacqueline R. Carroll, who is personally known to me, and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation under oath.

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 11th day of August 2003.

Margaret K Johnson
Printed name:
Notary Public  Margaret K Johnson
My Commission CC956308
Expires August 13, 2004

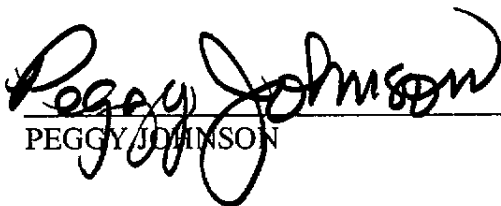
**CERTIFICATE OF DESIGNATION REGISTERED AGENT/
REGISTERED OFFICE**

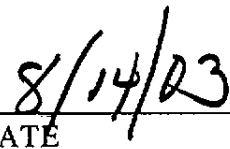
Pursuant to the provisions of Section 607.0501 or 614.0501, Florida Statutes, the Springtime in the Autumn Years, Inc., organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: Springtime In The Autumn Years, Inc.
2. The name and address of the registered agent and office is:

Peggy Johnson
37412 Church Avenue
Dade City, FL 33525

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.


PEGGY JOHNSON


DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA