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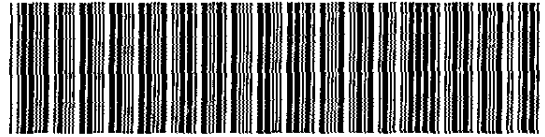
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TALLAHASSEE, FLORIDA

LAW OFFICE

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December 16, 2003

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SUBJECT: 1. Hillsborough County Case Management Services, Inc.
2. Hillsborough County Area Agency on Aging, Inc.

Dear Department of State:

Enclosed are an original and two copies of the articles of incorporation and a check for two corporations:


\$175.00
Filing Fee
Certified Copy
Certificate

FROM:

Maureen Kelly
5911 Breckenridge Parkway, Suite B
Tampa, Florida 33610-4240

Telephone: 813-740-3888

Sincerely yours,


John W. Bakas, Jr.

cc: Maureen Kelly, Executive Director

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Hillsborough County Area Agency on Aging, Inc.
(a Corporation Not For Profit)**

I, the undersigned incorporator, a citizen of the United States, hereby make, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is:

Hillsborough County Area Agency on Aging, Inc.

**ARTICLE II
BUSINESS ADDRESS**

The principal office of the corporation shall be located in Hillsborough County, Florida.

The principal office of this corporation shall be and is located at:

**5911 Breckenridge Parkway, Suite B
Tampa, Florida 33610-4240**

The mailing address of the principal office is:

**5911 Breckenridge Parkway, Suite B
Tampa, Florida 33610-4240**

ARTICLE III PURPOSE OF CORPORATION

1. Exclusively for Charitable and Educational Purposes: This incorporation is organized exclusively for charitable and educational purposes, 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, or the corresponding section of any future federal tax code.

2. Assets Dedicated to Exempt Purposes Only: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 III, paragraph 1. 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

3. Distributions Only for Exempt Purposes Upon Dissolution: Upon the dissolution 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 principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

4. No Discriminatory Purposes:

a. Services. No one will be denied rights, privileges, programs, activities, or services of the corporation on the basis of race, color, religion, sex, disability, or national origin.

b. Employment. Equal employment opportunities to all persons shall be provided regardless of race, color, religion, sex, age, disability, or national origin.

5. Not for Private Interests: This corporation shall not be organized or operated for the benefit of private interests.

ARTICLE IV DIRECTORS AND OFFICERS

1. Manner of Selection: The directors shall be elected as stated in the bylaws.

2. Number: Subject to the number of directors required by chapter 617, Florida Statutes, the number of directors shall be specified in or fixed in accordance with the bylaws.

ARTICLE V MEMBERS

The corporation may have such members as may be provided in the bylaws.

**ARTICLE VI
TERM OF EXISTENCE**

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to law.

**ARTICLE VII
OFFICERS**

The Corporation shall have such officers as provided by the bylaws.

**ARTICLE VIII
BYLAWS**

The bylaws shall be made, altered, or rescinded from time to time by the directors.

**ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to the articles of incorporation may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.

**ARTICLE X
REGISTERED OFFICE**

The street address of the corporation's initial registered office and the name of its initial registered agent at that address are:

Address:

**201 E. Kennedy Blvd., Ste. 400
Tampa, Florida 33602-5896**

Name of
registered agent:

John W. Bakas, Jr.

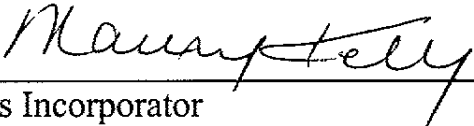
**ARTICLE XI
INCORPORATOR**

The name and address of the Incorporator are:

**Maureen Kelly
5911 Breckenridge Parkway, Suite B
Tampa, Florida 33610-4240**

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation this 16 day of December 2003.

Maureen Kelly


As Incorporator

STATE OF FLORIDA

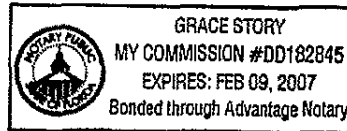
COUNTY OF HILLSBOROUGH

These articles of incorporation of the **Hillsborough County Area Agency on Aging, Inc.** were sworn to, acknowledged, and subscribed before me this 16 day of December, 2003, by **Maureen Kelly**, who is personally known to me, or has produced _____ (type of I.D.) as identification and has taken an oath.

Signature of Notary Public _____ State of
Florida

GRACE STORY
Print Name of Notary Public

My commission number and its expiration date are shown in the stamp or seal placed on this page.



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of law relative to keeping open said office. I accept appointment as registered agent in compliance with sections 617.0501 and 617.0502, Florida Statutes, and accept the obligations in section 617.0503, Florida Statutes.

John W. Bakas, Jr.


As Registered Agent

December 15, 2003
Date