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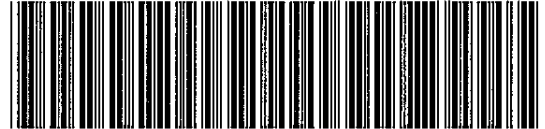
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*Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*AR
7/30/04*

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4TH FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. American Senior Planning Alliance, Inc. NO4000006654
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment (Restatement)
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement

File annual report in 2005
File annual report
not due until
next year
2006

RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
AMERICAN SENIOR PLANNING ALLIANCE, INC.

FILED
04 JUL 30 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of AMERICAN SENIOR PLANNING ALLIANCE, INC. executes these Restatement of Articles of Incorporation of AMERICAN SENIOR PLANING ALLIANCE, INC. pursuant to Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **AMERICAN SENIOR PLANNING ALLIANCE, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized to accomplish:

2.1 To educate and encourage seniors and their families in the principles and practice of sound financial planning and management including budgeting, insurance, banking, mortgage lending, reverse mortgages for senior homeowners, and investments.

2.2 To promote independence, financial security, wellness and home ownership among American seniors age 50 and older;

2.3 To publicize and promote educational information about health care, wellness and financial security to seniors, their families, and the businesses and professional advisors that serve them;

2.4 To train and re-educate individuals in transition due to divorce, death of a loved one, retirement from the workplace, disability, loss of livelihood, or unforeseen hardship.



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- 2.5** To support emergency food, shelter and disaster services for seniors and their families;
- 2.6** To promote affordable housing, housing maintenance, group homes, assisted living facilities, nursing home care and hospice care;
- 2.7** To support "aging in place" to enable seniors to remain at home as long as possible with the home health care, transportation, in-home food services and household services they need;
- 2.8** To promote wellness, mental health, preventive health care, nutrition and exercise for seniors and their families;
- 2.9** To promote education and human development for seniors, including college funding, vocational training and rehabilitation;
- 2.10** To offer temporary and permanent assistance for needy seniors and their families including minorities, grandparents rearing grandchildren, veterans, the disabled, the infirm, and the terminally ill;
- 2.11** To offer transitional training, planning and re-education services to employees and other individuals who have lost or are about to lose their livelihood due to forced early retirement, corporate downsizing, plant closings, business failure, or other circumstance including sudden and severe economic dislocation (SSED) and long-term economic deterioration (LTED, medical emergency and death of a spouse or loved one;
- 2.12** To assist seniors and their families in getting jobs, starting businesses, and working at home;
- 2.13** To prevent crime against seniors, drug and alcohol abuse among seniors, family violence, and sexual assault and battery;
- 2.14** To provide accredited and non-accredited continuing education programs on financial planning and management topics for professional advisors and counselors, such as Attorneys, CPA's, Insurance Specialists, Financial Advisors, health care professionals and others who serve and counsel seniors and their families.



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2.15 To hold or sponsor public meetings, group and individual consultations, presentations, and seminars in order to further the purposes of the corporation;

2.16 To assist and cooperate with other agencies, organizations, corporations, community leaders, religious organizations, professional advisors, health care professionals, personal development trainers and counselors, and concerned citizens to achieve the purposes of the corporation.

This corporation is not organized for profit and shall issue no shares of stock. The corporation 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 of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the corporation being incorporated, are:

A. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations set forth in this Charter, to use and apply the whole or any part of the income there from and principal thereof exclusively for charitable or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) and which are described in each of Sections 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to the amount or value, and to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the corporation.

B. In general, to do any and all acts and things, and to exercise any and all powers which may now or hereafter be lawful for the corporation to exercise under and pursuant to the laws of the State of Mississippi for the purpose of accomplishing any of the purposes of the corporation.



C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 herein. 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 any candidate for public office.

E. Notwithstanding any other provisions of these articles, the 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 the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under each of Sections 170(c)(2), 2055(a), and 2522(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

F. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner or to such organization or organizations, organized and operated exclusively for charitable, educational, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine and contributions to which are deductible under each of Sections 170(c)(2), 2055(a), and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Any such assets not so disposed of shall be disposed of by the proper court 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 and to which contributions would be deductible under the stated sections.

F. Neither the Incorporator nor the Directors nor the Membership shall be liable for corporate debts, but the entire corporate property shall be liable for the claims of creditors.



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ARTICLE 3 - PROHIBITIONS

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 Second hereof. No substantial part of the activities of the Corporation shall be 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 Restatement of 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.

ARTICLE 4 - ADOPTION

These Restatement of Articles of Incorporation were adopted on 16 July 2004, and the number of votes cast by the Members for the Amendment of the Restated Articles of Incorporation was sufficient for approval.

ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 11580 Camp Drive, Dunellon, Florida 34432 and the mailing address is the same.

ARTICLE 6 - OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Walter D. Pierce
Vice President:	Thomas Raezer
Secretary:	Adela Anderson
Treasurer:	Adela Anderson

whose addresses shall be the same as the principal address of the corporation.



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ARTICLE 7 - DIRECTORS

The Directors of the Corporation shall be:

Walter D. Pierce
Thomas Raezer
Adela Anderson

whose addresses shall be the same as the principal address of the corporation.

ARTICLE 8 - INCORPORATOR

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

Elsie Sanchez
1840 Southwest 22 Street, 4th Floor
Miami, Florida 33145

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 11 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 12 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 13 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.



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ARTICLE 14 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

ARTICLE 15 - EFFECTIVE DATE

These Restatement of Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

These Restatement of Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Restatement of Articles of Incorporation be made.

ARTICLE 17 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also



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may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Restatement of Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Restatement of Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Restatement of Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 18 - DISSOLUTION

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.



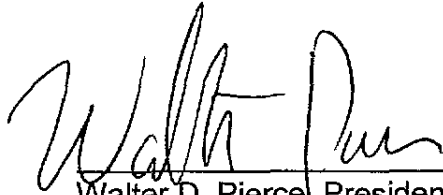
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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Restatement of Articles of Incorporation under the laws of the State of Florida, this 16 July 2004.

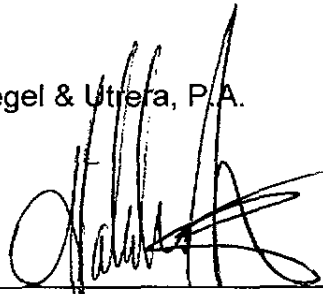


Walter D. Pierce, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN RESTATEMENT OF ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Restatement of Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.



By:

Natalia Utrera, Vice-President



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