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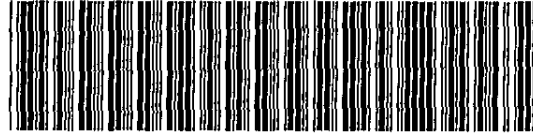
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TALLAHASSEE, FLORIDA
04 OCT 20 PM 2:51

me 10/20

Senior Moments Adult Care Center, Inc.

1416 West 9th Street • Jacksonville, Florida 32209
(904) 891-1279

September 15, 2004

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

SUBJECT: Senior Moments Adult Care Center, Inc.

Dear Sir/Madam:

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for \$87.50, including Filing Fee, Certified Copy and Certificate.

Thank you,

FROM: Monica Mitchell-Reed
Address: 1416 West 9th Street • Jacksonville, Florida 32209
Daytime Telephone: (904) 891-1279

04 OCT 20 PM 2:51

**ARTICLES OF INCORPORATION
OF
SENIOR MOMENTS ADULT CARE CENTER, INC.
(A Corporation Not For Profit)**

In order to form a corporation in accordance with the provisions of Chapter 617, Florida Statutes relating to the formation of corporations not for profit, we, the undersigned incorporators, do hereby form a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that objective we do hereby make, adopt and subscribe to these Articles of Incorporation, to wit:

ARTICLE I. Name and Location of Corporation

The name of the Corporation shall be **SENIOR MOMENTS ADULT CARE CENTER, INC.**, with principal offices at 1416 West 9th Street, Jacksonville, Florida 32209.

ARTICLE II. Purposes

The purposes for which the Corporation is formed are as follows: (1) to improve the quality of life for older adults and their caregivers, while encouraging intergenerational programs with seniors and children; (2) to plan, fund, manage and operate an adult care center and other educational, charitable and service projects; (3) to engage in development of facilities to house the center, and (4) any other lawful activities. The Corporation is dedicated to, and operated exclusively for, non-profit purposes.

ARTICLE III. Powers

The Corporation shall have the power to do any and all things necessary or expedient for carrying out the purposes of the Corporation and in general to possess all rights, privileges and instruments, and enjoy all benefits granted to Corporations of similar character under the laws of the State of Florida, including but not limited to, the power to make and enter into contracts, receive and disburse funds granted or loans by federal, state, or private agencies or organizations and administer such programs as are necessary in the furtherance of its corporate purposes.

ARTICLE IV. Assets and Revenues

All assets, revenues, and income, if any, of the Corporation shall be used exclusively in furtherance of corporate purposes as outlined above, including the payment of expenses incident thereto. No part of the revenues or income, if any, of the Corporation shall inure to the benefit of any private person, entity or individual, 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.

**ARTICLES OF INCORPORATION
SENIOR MOMENTS ADULT CARE CENTER, INC.**

September, 2004

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

ARTICLE V. Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI. Board of Directors

The Board of Directors of the Corporation shall consist of not more than seven (7) members and not less than five (5) members, which shall include the Chairperson, President, Vice-President, Secretary, and Treasurer. The Board of Directors shall be responsible for all civil matters of the Corporation and shall handle all real and tangible property as approved by the Corporation. Directors of the Corporation shall be elected by the Board at its annual meeting. The directors shall serve without compensation. Members of the original Board of Directors of the Corporation are as follows:

ARTICLE VII. Elected Officers

The affairs of the Corporation shall be managed by its elected officers, consisting of a President, Vice-President, Secretary, and Treasurer. Said officers shall have the rights and duties of directors of a corporation under Chapter 617, Florida Statutes. The officers of the Corporation shall be elected by the Board of Directors of the Corporation for terms of two years. Officers must be directors of the corporation. The name and address of each person who is to serve as initial officers of this corporation are set forth below:

<i>Name</i>	<i>Address</i>	<i>Title</i>
Mary Williams	8087 Sun Valley Drive, Jacksonville, Florida 32210	Chairperson
Mark Lewis	5316-18 Pearl Street, Jacksonville, Florida 32208	President
Rosalind Carter	10797 Brandon Chase Drive, Jacksonville, Florida 32219	Secretary- Treasurer

ARTICLE VIII. Bylaws

The Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded at any meeting of the Board upon the vote of a majority of the members, present and voting, who deem it necessary, provided notice has been given of such change in accordance with the Bylaws.

September, 2004

ARTICLE IX. Registered Agent and Street Address

The initial registered agent of the Corporation shall be Monica Mitchell-Reed, located at 1416 West 9th Street, Jacksonville, Florida 32209.

ARTICLE X. Incorporators

The names and addresses of the incorporators of these Articles of Incorporation are as follows:

Monica Mitchell-Reed	1416 West 9 th Street, Jacksonville, Florida 32209
Mary Williams	8087 Sun Valley Drive, Jacksonville, Florida 32210
Mark Lewis	5316-18 Pearl Street, Jacksonville, Florida 32208

ARTICLE XI. Distribution Upon Dissolution

Upon the dissolution of the Corporation, the Officers shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to another organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

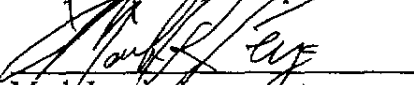
ARTICLE XII. Amendments

The Articles of Incorporation may be amended by a majority of the Directors of the Corporation, at a regular or special meeting, when deemed necessary. Upon such approval, such amendment must also be forwarded to the Secretary of the State of Florida for filing and approval before the same shall be effective.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 13th day of September, 2004. The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Monica Mitchell-Reed, Incorporator


Mary Williams, Incorporator


Mark Lewis, Incorporator

September, 2004

REGISTERED AGENT CERTIFICATE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Monica Mitchell-Reed
Signature of Registered Agent


Date


STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared Monica Mitchell-Reed, to me known to be the individual described in this Registered Agent Certificate and acknowledges before me that she is the Registered Agent for **SENIOR MOMENTS ADULT CARE CENTER, INC.**, said Registered Agent's Office being located at 1416 West 9th Street, Jacksonville, Florida, 32209.

WITNESS my hand and official seal in the County and State named above, this 16th day of September, 2004.

Notary Public


DIANE TURNER MCCOY
Notary Public, State of Florida
My comm. exp. Mar. 29, 2005
Comm. No. DD 013576

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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