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FLORIDA NON-PROFIT CORPORATION

Palm Coast/Flagler Chapter #5384 of AARP, Inc.

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Articles of Incorporation for a Non-Profit Corporation

The name of the Non-Profit Corporation is: Palm Coast/ Flagler Chapter #5384 of AARP, Inc.

The name and address of the registered agent is: CT Corporation System, 1200 South Pine Island Road, Plantation FL 33324

The names and addresses of the officers are:

Name:	Address:
Chapter President-Bernard Tober	5 Carr Court, Palm Coast, FL 32137-8148
Vice President- Gerard Unger	42 Bressler Lane, Palm Coast, FL 32137-8751
Secretary- Silvana Whelan	7 Princess Kathleen Lane, Palm Coast, FL 32164-7132
Treasurer- Carl Pierre	23 Firethorn Lane, Palm Coast, FL 32137-9228

The principal office address is: 5 Carr Court, Palm Coast, FL 32137-8148

The mailing address is: 5 Carr Court, Palm Coast, FL 32137-8148

The names and address of the directors are:

Name:	Address:
Herbert D. Davis	43 Wellstream Lane, Palm Coast, FL 32164-7840
Doris K. Sorber	5 Zircon Court, Palm Coast, FL 32164-5871

Purposes:

The purposes of this corporation are:

1. To provide a channel through which members can engage in meaningful community service activities.
2. To offer members opportunities for self-appraisal and assistance in planning lifestyles designed to attain maximum self-realization and enrichment.
3. To help foster equality of opportunity of older Americans by promoting their continued growth and development, self-respect, self-confidence and usefulness; by encouraging their participation in contemporary life; and by stimulating a dynamic public interest in the aging population, and recognition of their potential.
4. To identify experiences which will further growth and development of personality for retired persons and lead to new, useful and creative roles which enhance life-fulfillment.
5. To devote the energies of the Chapter to furthering its goals of prolonging and improving the mental and physical well-being of retired persons.
6. To aid retired persons generally in their social, physical, economic and intellectual needs by acting as a local Chapter of AARP, a District of Columbia Non-Profit Corporation, in accordance with and in furtherance of its purposes, objectives and ideals.

Members:

A. The Corporation is to have members. The designation of the class or classes of members of the Corporation and the qualifications and rights, including voting rights, of the members of each such class, shall be as follows:

1. The Corporation shall have two classes of members: national organization and individual. Only AARP shall be eligible to hold the national organization membership of the Corporation. All persons who are members in good standing of AARP and who pay, in advance, to the Corporation the annual dues which may be prescribed from time to time in the By-Laws of the Corporation shall be individual members.

2. Except as otherwise provided herein or in the By-Laws or otherwise provide by law, the national organization member of the Corporation shall not have any voting rights, but all voting rights shall be vested in the individual members, and the affirmative vote of a majority of the individual members present in person and entitled to vote at a meeting of members with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter, except as otherwise provided by law. Notwithstanding the foregoing, the national organization member shall be entitled to vote in person or by proxy or to act by written consent on all matters relating to the amendment to the Articles of Incorporation or By-Laws, but the affirmative vote or written consent of the national organization member with respect to any such matter shall be necessary to decide such matter.

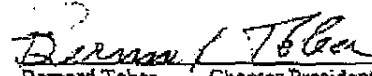
Directors and Powers and Provisions upon Dissolution:

- A. The manner in which the directors of the Corporation are to be elected shall be as provided in the By-Laws of the Corporation.
- B. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and its directors.
1. This Corporation is organized and operated exclusively for social welfare purposes within the meaning of Section 501(C)(4) of the Internal Revenue Code.
 2. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.
 3. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
 4. The property of this Corporation is irrevocably dedicated to social welfare purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed exclusively to AARP, provided that said organization in then qualified for exemption from tax under the Internal Revenue Code, Section 501(c)(4); and in the event said organization is not then so qualified, to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax exempt status under Section 501(c)(3) or (4) of the Internal Revenue Code.
 5. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction in which it:
 - a. lends any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest, to;
 - b. pays any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
 - c. makes any part of its services available on a preferential basis, to;
 - d. makes any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth, from;
 - e. sells any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or
 - f. engage in any other transaction which results in a substantial diversion of its income or corpus to; any member of this Corporation or to any other private individual.
 6. Neither the Corporation or any officer or individual member of the Corporation shall have the authority to represent, contract for, or otherwise act in an official capacity for AARP. No officer or individual member shall use the Corporation to further his own personal interests.
 7. The purposes and objects of the Corporation shall in all respects conform to the purposes of AARP. The Corporation shall not engage in or permit or suffer any activity detrimental to or which detracts from the best interest of AARP or its members.

Rights of Amendment:

- A. Subject to the approval of AARP, this Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon members herein are granted subject to this reservation.

Executed this 16 day of Feb. 2005 on behalf of 5384 Chapter # of AARP, Inc.


Bernard Tober Chapter President


Gerard Unger Vice President


Silvana Whelan Secretary


Carl Pierre Treasurer

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 5/2/05

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BY: Connie BryanConnie Bryan,
Special Assistant SecretaryFILED
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