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ARTICLES OF INCORPORATION
OF
LAPSE Incorporated
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Section 1. The name of the corporation is LAPSE Incorporated, an acronym that stands for Lawyers Against Predators of the Senile and Elderly.

Section 2. The principal office of the corporation is located at 3801 North Federal Highway, Pompano Beach, Florida 33064.

Section 3. The mailing address of the corporation is 3801 North Federal Highway, Pompano Beach, Florida 33064.

Section 4. The corporation is a private not for profit entity, with the intent of also becoming tax exempt under Section 501(c)(3) of the Internal Revenue Code, subject to public auditing and accountability.

4A. The purposes for which LAPSE Incorporated is organized are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

4B. Notwithstanding any provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

SECTION 5. The affairs of the Corporation shall be governed by its Constitution and By-laws which may be reviewed and amended upon approval by a two-thirds vote at a Governing Board meeting that is specially called for that purpose.

SECTION 6. The method of selection of the Governing Board of Directors and number of directors shall be stated in the By-laws.

SECTION 7. The existence of this Corporation shall commence upon the filing of its Articles of Incorporation with the Florida Department of State and shall continue in perpetuity.

ARTICLE II - PURPOSES

Section 1. The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

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- A. To resist prejudice and prevent exploitation of elders and the senile.
- B. To provide counseling, mediation, formal educational sessions, legal information and in special cases, legal representation on issues related to predatory practices against older and other vulnerable people.
- C. To advocate for the rights of elders through legislation.
- D. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes.
- E. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

SECTION 2. The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit.

SECTION 3. All of the foregoing purposes and powers shall be exercised exclusively for charitable, educational or scientific purposes in such manner that the corporation shall qualify as an exempt organization under section 501 (c)(3) of the internal Revenue Code of 1986.

SECTION 4. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE III - Members and Officers

SECTION 1. Members of the corporations shall be made up of lawyers, legal entities, legal advocates or individuals interested in protecting elders and the vulnerable against exploitations and predatory practices.

SECTION 2. The Executive Officers of the corporation shall consist of the President, Vice-President, Secretary, and Treasurer, duly appointed by the Board of Directors. The names, addresses and positions of initial directors/officers are:

John Gaudiosi, Esq., 3801 N. Federal Hwy., Pompano Beach, FL 33064

Dr. Jocelyn Bruce, 3801 N. Federal Hwy., Pompano Beach, FL 33064

Christine Szesnat, 3801 N. Federal Hwy., Pompano Beach, FL 33064

ARTICLE IV - Finances

SECTION 1. The corporation's fiscal or financial year shall begin on July 1 and end on June 30 of the succeeding year.

SECTION 2. Except as otherwise provided by law, checks, drafts, and orders for the payment

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of money of this corporation shall be signed by the President or at least two persons previously designated by a resolution of the Board of Directors.

SECTION 3. The Corporation shall raise funds through grants and public support, and may engage in other income-generating activities within the provisions specified under section 501(c)(3) of the Internal Revenue Code, to accomplish its mission.

SECTION 4. All funds raised and disbursed by the corporation shall be fully accountable and all records shall be open to the public.

SECTION 5. Trust accounts set up by the corporation for grants, donations, requests, and other gifts or funding assigned to specific projects may be subject to restrictions, provided that such restrictions on the use of the trust account do not conflict with the other policies of LAPSE Incorporated, or with federal, state or local laws.

SECTION 6. No part of the corporation's earnings may inure to the benefit of any member, founder, director, contributor or private individuals. The corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

SECTION 7. The corporation prohibits any conflict of interest or the appearance of conflict of interest by board members, officers, employees, consultants and relatives.

SECTION 8. The corporation's accounting and internal control systems shall follow Generally Accepted Accounting Principles (GAAP) and assure that an annual independent financial audit is performed in accordance with Federal audit requirements.

SECTION 9. In the event of dissolution, all money and residual assets remaining after all financial obligations and trust accounts have been cleared shall be turned over to one or more organizations that are themselves exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1984 or corresponding sections of any prior or future law, or the Federal, State or local government for exclusive public purpose. The recipient organization or charitable institution shall be selected by at least three-fourths (3/4) of all existing members of the Governing Board.

ARTICLE V. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

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ARTICLE VI - Amendments and Implementation

These Constitution and By-laws may be amended by a two-thirds vote of the members of the Governing Board present at a general membership meeting that is especially called for that purpose.

ARTICLE VII -Registered Agent

The name and address in the State of Florida of this corporation's initial registered agent for service of process are:

JOHN GAUDIOSI
3801 North Federal Highway
Pompano Beach, FL 33064

In witness of this, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this corporation has executed these Articles of Incorporation providing for the information, liability, rights, privileges and immunities of a corporation not for profit on this 30 day of January, 2006.


JOHN GAUDIOSI, Incorporator

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.


JOHN GAUDIOSI, Registered Agent

Date: 1/30/2006

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid take acknowledgements, personally appeared John Gaudiosi, to me well known to be the individual who executed the foregoing instrument of the corporation, and that he acknowledged executing the same freely and voluntarily under authority duly vested in him by said corporation.

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Witness my hand and official seal in the County and State aforesaid, this 30th day of January, 2006.

NOTARY PUBLIC, State of Florida

My commission expires:

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TALLAHASSEE, FLORIDA

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