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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
YOUR AGING RESOURCE CENTER FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
YOUR AGING RESOURCE CENTER FOUNDATION, INC.
A Florida Corporation Not for Profit**

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 DIVISION OF CORPORATIONS

Pursuant to the provisions of § 617.1007, Fla. Stat., YOUR AGING RESOURCE CENTER FOUNDATION, INC., a Florida not-for-profit corporation, whose original articles of incorporation were filed by the Florida Department of State on January 14, 2008, by resolution duly adopted by its board of directors, adopts the following amended and restated articles of incorporation:

ARTICLE I

NAME

The name of this corporation shall be YOUR AGING RESOURCE CENTER FOUNDATION, INC.

ARTICLE II

PURPOSES

The corporation is organized as a not-for-profit corporation, and shall be operated exclusively for charitable, educational and scientific purposes as described in Florida Statutes Section 617.0301, and as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The principal purpose for which the corporation is formed is for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)) the AREA AGENCY ON AGING OF PALM BEACH/TREASURE COAST, INC., a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)) (the "Supported Organization").

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ARTICLE III

POWERS

Section 3.01. The corporation has all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purposes, including but not limited to, the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Section 3.02. Final control and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors.

ARTICLE IV

LIMITATIONS

Section 4.01. 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.

Section 4.02. No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the Code with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Sections 501(h)(2)(B) and (D) of the Code.

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Section 4.03. 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 Code, or

(b) by a corporation, contributions to which are deductible under Section 170 of the Code; or

(c) by a corporation formed pursuant to Chapter 617, Florida Statutes.

Section 4.04. Upon the dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all assets of the corporation to the Supported Organization, provided the Supported Organization is a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)) at the time of such dissolution. If the Supported Organization is not a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)), such assets shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

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ARTICLE VI

MEMBERS

The corporation shall have no members.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the corporation shall not be less than three (3) nor more than fifteen (15). The names and addresses of the persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the Bylaws are:

JAIME ESTREMER-FITZGERALD
4400 North Congress Avenue
West Palm Beach, FL 33407

JAMES L. WATT
250 South Australian Avenue, Suite 600
West Palm Beach, FL 33401

GARY UBER
791 SE Osprey Street
Hobe Sound, FL 33455

JONATHAN CAMERON-HAYES
2090 Palm Beach Lakes, Suite 700
West Palm Beach, FL 33409

ARTICLE VIII

OFFICERS AND TIMES OF THEIR ELECTION

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, if any, a Secretary, and a Treasurer, and such other officers as the Board of

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Directors may deem advisable or necessary. Each such Officer shall hold office until the next annual election or until his or her successor is chosen and qualified.

ARTICLE IX

NAME AND ADDRESS OF THE INCORPORATOR

The name and address of the Incorporator is:

ROBERT L. MCFALLS
704 Ardmore Road,
West Palm Beach, Florida 33401

ARTICLE X

**REGISTERED OFFICE AND AGENT,
PRINCIPAL OFFICE AND MAILING ADDRESS**

The registered office of this corporation shall be located at 215 South Olive Avenue, Suite 400, West Palm Beach, Florida 33401, and the name of the Registered Agent of this corporation at said address shall be WHITEHEAD SERVICES, LLC. The principal office and mailing address of the corporation shall be 1041-45th Street, West Palm Beach, Florida 33407.

ARTICLE XI

BYLAWS

The first Bylaws shall be made by the Directors. All alterations or revisions of the Bylaws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the Bylaws.

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ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose; provided, however, that the proposed amendment has been set out in the notice of such meeting. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31 day of October, 2011.



Jaime Estremera-Fitzgerald
Chief Executive Officer

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:


That YOUR AGING RESOURCE CENTER FOUNDATION, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 215 South Olive Avenue, Suite 400, West Palm Beach, Florida 33401, has named WHITEHEAD SERVICES, LLC as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

WHITEHEAD SERVICES, LLC

WHITEHEAD LAW OFFICES, P.A., Manager

By: 
Patrick M. Whitehead, Esq.,
President

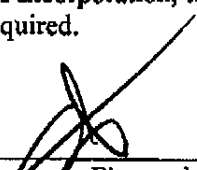
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YOUR AGING RESOURCE CENTER FOUNDATION, INC.

CERTIFICATE OF RESOLUTION

I certify that the attached Amended and Restated Articles of Incorporation was adopted by a majority of the Board of Directors of Your Aging Resource Center, Inc. on October 31, 2011. Prior to the adoption of the Amended and Restated Articles of Incorporation, the corporation did not have members; therefore, no membership approval was required.

10/31/11
Date



Jaime Estremera-Fitzgerald, CEO

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