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Division of Corporations

JONES FOSTER JOHNSTON & STUBBS

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

SENIORS AND FAMILY ADVISORY SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION FOR
SENIORS AND FAMILY ADVISORY SERVICES, INC.
In Compliance with Chapter 617, F.S. (Not for Profit)**

The undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles of Incorporation for that purpose, as follows:

**ARTICLE 1
NAME**

The name of the corporation shall be: **Seniors and Family Advisory Services, Inc.** (hereinafter referred to as the "Corporation").

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this Corporation shall be: 219 North Dixie Highway, Lake Worth, Florida 33460.

**ARTICLE 3
PURPOSE**

The Corporation is organized as a not-for-profit corporation and shall be operated exclusively for charitable, educational purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation may make distributions to other organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE 4
POWERS**

Section 4.01. 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.

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Section 4.02. Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

ARTICLE 5 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 and to make payments and distributions in furtherance of the purposes set forth in these Articles.

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 Section 501(h)(2)(B) and (D) of the Code.

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 (c) (2) of the Code; or
- (c) by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundations.

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, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational 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 a 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 which are organized and operated exclusively for such purposes.

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**ARTICLE 6
BOARD OF DIRECTORS**

The number of Directors of the Corporation shall not be less than three (3) nor more than eleven (11). 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:

Loretta E. Sharp
1311 S. Palmway
Lake Worth Florida 33460

Carol Egan
PO Box 371501
Las Vegas, NV 89137

James F. Miller
219 North Dixie Highway
Lake Worth, FL 33460

Dr. Mark Roberts
650 W. Boynton Beach Blvd.
Boynton Beach, FL 33405

Dr. Augustin J. Schwartz, III
1309 N. Flagler Drive
West Palm Beach, FL 33401

Carol Roberts
6708 Pamela Lane
West Palm Beach, FL 33405

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**ARTICLE 7
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. Each such officer shall hold office until the next annual election or until his or her successor is chosen and qualified. The initial President, Secretary shall be James F. Miller. The Initial Treasurer shall be Dr. Mark E Roberts.

**ARTICLE 8
INITIAL REGISTERED AGENT AND STREET ADDRESS**

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The name of the initial registered agent shall be James F. Miller and the street address of the registered agent shall be 219 North Dixie, Lake Worth, Florida 33460.

**ARTICLE 9
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE 10
MEMBERS**

The Corporation shall have no members.

**ARTICLE 11
INCORPORATOR**

The Name and Address of the incorporator is James F. Miller and his address is 219 North Dixie Highway, Lake Worth, FL 33460.

**ARTICLE 12
EFFECTIVE DATE**

The effective date of this Corporation shall be the date which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE 13
AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors at any regular meeting or at any special meeting duly called for that purpose. 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 Incorporator has executed these Articles of Incorporation this 3 day of July, 2008.



Signature/Incorporator
James F. Miller



Dated: July 3, 2008

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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 SENIORS AND FAMILY ADVISORY SERVICES, 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 219 North Dixie Highway, Lake Worth, Florida 33460, has named James F. Miller 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.


James F. Miller

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