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Subject: 000314.114956  
Division of Corporations

From: Katie W... Wednesday, November 25, 2009 10:34 AM Page: 1 of 18

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ELDERSOURCE, INC.**

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**ARTICLES OF INCORPORATION OF ELDERSOURCE, INC.,  
a Florida not for profit corporation**

**ARTICLE I  
NAME**

The name of the Corporation shall be ElderSource, Inc. ("Corporation").

**ARTICLE II  
PRINCIPAL OFFICE and MAILING ADDRESS**

The initial street and mailing address of the Corporation is 4160 Woodcock Drive, Jacksonville, Fl 32207.

**ARTICLE III  
PURPOSES, LIMITATIONS, DISSOLUTION**

**Section 3.1 Purposes.** The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code").

**Section 3.2 Limitations.** 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 Section 3.1 of this Article. No substantial part of the activities of the Corporation shall be the carrying 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 other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 3.3 Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to Friends of ElderSource, Inc., and/or ElderSource in Action, Inc., if still in existence or its their successor(s), or if not in existence, then to one or more

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organization(s) organized for charitable, educational or scientific purposes and having its or their principal place of business in Duval County, Florida, as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE IV POWERS**

Subject to the restrictions and limitations set forth in Article 3, the Corporation shall have any and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of Directors to be in furtherance of such purposes or purposes.

#### **ARTICLE V MEMBERSHIP**

The members of the Corporation shall be those persons who shall from time to time constitute the Board of Directors of the Corporation ("Members"). The Members shall have no voting rights, as such.

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**ARTICLE VI  
BOARD OF DIRECTORS**

**Section 6.1 Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board, or the "Board of Directors", or "Director", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

**Section 6.2 Number and Election.** The Board of Directors, including any *ex officio* Directors who may be provided for in the Bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the Bylaws of the Corporation, but shall never be less than three (3).

**Section 6.3 Initial Officers and Directors.** The name and address of each person who is to initially serve as a Director and/or Officer until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jim Mayo	President	1250 South 18 <sup>th</sup> Street Fernandina Beach, Florida 32034
Jack Parker	Vice President	8 Osprey Circle Palm Coast, Florida 32137
Debbie MacDonald	Secretary	1825 Grassington Way North Jacksonville, Florida 32223
Barbara Rovedo	Treasurer	6817 Southpoint Parkway, #801 Jacksonville, Florida 32216
Cindy Stewart	Director	11857 Catrakee Drive Jacksonville, Florida 32223
Lynn Jarrett	Director	500 Water Street, J340 Jacksonville, Florida 32202
Aaron Bean	Director	305 Bonnieview Road Fernandina Beach, Florida 32034
Michael Jorgenson	Director	Senior Counsel, Attorneys at Law 2141 Park Street Jacksonville, Florida 32204

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**ARTICLE VII  
BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of majority of the members of the Board of Directors of the Corporation.

**ARTICLE VIII  
AMENDMENTS**

These Articles of Incorporation may be amended only by the approval of a majority of the members of the Board of Directors. Any proposed amendment may be voted on at the annual meeting, or any regular or special meeting, of the Board of Directors provided such proposed amendment has been submitted in writing to each member not less than ten (10) days nor more than thirty (30) days prior to the next Regular or Special meeting wherein a resolution seeking to amend these Bylaws will be considered.

**ARTICLE IX  
INDEMNIFICATION**

Subject to the Bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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

The name and street address of the initial registered agent is:


Stephen G. Prom, Esquire  
Akerman Senterfitt  
50 North Laura Street, Suite 2500  
Jacksonville, Florida 32202

**ARTICLE XI  
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

Linda J. Levin  
4160 Woodcock Drive  
Jacksonville, Florida 32207

**ELDERSOURCE, INC.**  
a Florida not for profit corporation

By   
Linda J. Levin, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Statutes, the undersigned submits the following statement in accepting the designation as registered agent of **ELDERSOURCE, INC.**, a Florida not for profit corporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Acceptance this 24<sup>th</sup> day of November, 2009.



\_\_\_\_\_  
Stephen G. Prom, Esquire, Registered Agent