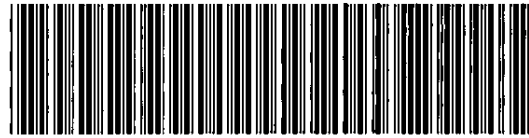


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Dr. James A. Daggitt, Ph.D.  
3409 E. Glencades Dr.  
Ovon Park, FL.  
33825

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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10-42978



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 13, 2010

DR. JOANNE A DAGGIT, PH.D.  
3409 E GLENEAGLES DR.  
AVON PARK, FL 33825

SUBJECT: CHANGE OF PACE, *Inc*,  
Ref. Number: W10000042978

RECEIVED  
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We have received your document for CHANGE OF PACE, *Inc* and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 010A00021722

**ARTICLES OF INCORPORATION**  
**OF**  
**CHANGE OF PACE, Inc.**  
**A Florida "Not for Profit" Corporation**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

- A. NAME OF CORPORATION:** The name of the corporation is *Change of Pace, Inc.*
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at  
3409 E. Gleneagles Dr.  
Avon Park, FL 33825
- C. MAILING ADDRESS:** The mailing address of the corporation is  
3409 E. Gleneagles Dr.  
Avon Park, FL 33825
- D. REGISTERED AGENT:** The name of the registered agent of the corporation is  
Dr. Joanne A. Daggit, PhD. The address of this registered agent is  
3409 E. Gleneagles Dr.  
Avon Park, FL 33825
- E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- G. INCORPORATORS:** The name and address of the incorporator is:  
Dr. Joanne A. Daggit, PhD  
3409 E. Gleneagles Dr.  
Avon Park, FL 33825
- H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:  
The purposes of *Change of Pace, Inc.* are to provide programming for the enrichment of the lives of persons with early stage Alzheimers disease or other dementias, and support, education, and respite for their caregivers.
1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

To aid, support, and assist by gifts, contributions, or otherwise, other

corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise

**2. EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

**3. NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. 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.

**4. LOBBYING AND POLITICAL CAMPAIGNS:** 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.

**5. DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**6. "PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**I. 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 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.

#### EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 7<sup>th</sup> day of September, 200~~9~~2010

Joanne A. Daggitt, Ph.D.  
Dr. Joanne A. Daggitt, PhD

#### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for **Change of Pace**, a Florida not for profit corporation.

Joanne A. Daggitt, Ph.D.  
Dr. Joanne A. Daggitt, PhD

Date: Sept. 7, 2010

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