

Charter Number Only

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GEORGE DIAZ P.A.
Requester's Name
9260 SUNSET DRIVE #119
Address
MIAMI FL 33173
City State ZIP Phone
3231 B

VALUATION ONLY

100001384061
-01/19/95--01038--028
****122.50 ****122.50

CORPORATION(S) NAME

ADULT RETIREMENT EDUCATION ASSOCIATION, INC.

FILED
JAN 19 PM 1:55
CLERK OF STATE
TALLAHASSEE, FLORIDA



EMPIRE Toll Free: 1-800-432-3028

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
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H. SIMS JAN 19 1995

ARTICLES OF INCORPORATION
OF
ADULT RETIREMENT EDUCATION ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED does hereby form and establish a non-stock perpetually existing corporation not-for-profit pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of this corporation shall be ADULT RETIREMENT EDUCATION ASSOCIATION, INC.

ARTICLE II
PURPOSE

The purpose for which ADULT RETIREMENT EDUCATION ASSOCIATION, INC. is formed is exclusively for educational purposes including to establish and operate an educational facility and/or program for elderly and retiring individuals. The purposes shall include but not be limited to the following:

A. Provide for, educate, update, and facilitate elderly and retiring individuals in estate and probate planning.

B. Provide for, educate, update, and facilitate elderly and retiring individuals in health care.

C. Provide for, educate, update, and facilitate elderly and retiring individuals in retirement needs and services planning.

ARTICLE III
POWERS

1. The Corporation shall have all powers which a corporation under Chapter 617, as amended, may exercise in accordance with applicable law.

2. No part of the net earnings of the Corporation shall inure to the benefit of Members, Directors, Officers or other 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 Article II hereof, nor will a substantial part of the Corporation's activities include influencing legislation or participating in any political campaign.

ARTICLE IV MEMBERSHIP

The qualifications for Membership and the manner of admission to Membership shall be governed and regulated by the By-laws of the Corporation.

ARTICLE V DIRECTORS

The affairs of the Corporation shall be managed by a Board consisting of the number of Directors fixed or determined in accordance with the By-laws but in no event shall the Board consist of less than three Directors.

The names and addresses of the initial Directors of the Corporation who shall hold office and serve until the first meeting of the membership at which Directors are elected are as follows:

Director	John LaBelle 7607 Links Court Sarasota, FL 34243
Director	John LaBelle II 5803 73rd Ave. Circle East Sarasota, FL 34243
Director	Jeffrey LaBelle 7607 Links Court Sarasota, FL 34243
Director	Jeffrey Boyd 20411 N.W. 4th Street Pembroke Pines, FL 33029

ARTICLE VI Officers

The corporation may have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors,

one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE VII
NONSTOCK CORPORATION

The Corporation shall not have or issue shares of stock, however, it may have an issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a non-for-profit corporation.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended only upon approval by the Board of Directors and the Membership. A resolution seeking the approval of any proposed amendment shall be proposed by the Board of Directors or by at least 10 percent of the Membership. Such proposed resolution shall be submitted for consideration and vote to the Board of Directors. If the proposed resolution is approved by a majority of the Board of Directors, the proposed resolution shall be submitted for consideration and vote by the Membership, if any. If the proposed resolution is approved by a majority of the Membership, then the amendment shall be adopted.

ARTICLE IX
DISSOLUTION

The Corporation may be dissolved in any manner now and hereafter provided for by law and all rights conferred upon the Directors, Officers, and Members of the Corporation are granted subject to this reservation.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of the Corporation shall be 9260 Sunset Drive, Suite 119, Miami, FL 33173. The name of the initial Registered Agent of this Corporation at the above address shall be Legal Service Corporation of Miami. The principal place of business of the Corporation is 1600 N. University Drive, Pembroke Pines, Florida 33024.

ARTICLE XI
Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

George Diaz, Esq.
9260 Sunset Drive, Suite 119
Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 17th day of January, 1995.

BY: George Diaz
George Diaz, Esq.
Incorporator

STATE OF FLORIDA ,

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, George Diaz, Esq., to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 17th day of January, 1995.



LAURA VITO
COMMISSION # CC 350011
EXPIRES MAR 22, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Laura Vito
Notary Public
State of Florida at Large

My Commission Expires:

(SEAL)

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

Adult Retirement Education Association, Inc. desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 9260 Sunset Drive, Suite 119, Miami, FL 33173, as its initial Registered Office and has named Legal Service Corporation of Miami, located at said address as its initial Registered Agent.

By: George Diaz
George Diaz, Esq.
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Legal Service Corporation of Miami,
a Florida corporation, Registered Agent:

By: George Diaz
Name: George Diaz
Title: Sole Director