

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-142-8086



N9500002103

ACCOUNT NO. : 072100000002

REFERENCE : 503315 83073A

AUTHORIZATION : *Kim Clemens*

COST LIMIT : *227.50*

ORDER DATE April 21, 1995

ORDER TIME : 11:25 AM

ORDER NO. : 503315

400001478124

CUSTOMER NO: 83073A

CUSTOMER: Julie Osterhout, Esq
OSTERHOUT & ASSOCIATES

Suite 4
10175 Six Mile Cypress Parkway
Fort Myers, FL 33912

DOMESTIC FILING

NAME: ALZHEIMER'S RESOURCE CENTER OF
LEE COUNTY, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX 3 CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denny G. Smith

EXAMINER'S INITIALS: _____

FILED
95 MAY -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1015-81050
1015-634



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ALZHEIMER'S RESOURCE CENTER OF LEE COUNTY, INC.
Ref. Number: W95000008650

We have received your document for ALZHEIMER'S RESOURCE CENTER OF LEE COUNTY, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 495A00019003

ARTICLES OF INCORPORATION
OF
ALZHEIMER'S RESOURCE CENTER OF LEE COUNTY, INC.
(a corporation not for profit)

FILED
95 MAY -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned with other persons being desirous of forming a corporation not for profit, do agree to the following:

ARTICLE I - NAME

The name of this corporation shall be ALZHEIMER'S RESOURCE CENTER OF LEE COUNTY, INC. The principal office address shall be 3696 Broadway, Fort Myers, Florida 33907. The duration of the corporation shall be perpetual.

ARTICLE II - PURPOSE

The corporation is organized for charitable, educational, informational, and philanthropic purposes to assist persons with Alzheimer's disease and other dementia related disorders in need of social, health and human services. Activities shall include but not be limited to:

- a) providing information and referral services;
- b) providing central intake services;
- c) enhancing service coordination among providers of social health, and human services;
- d) providing support group services;
- e) developing resources to meet unmet social, health and human service needs;
- f) advocating on behalf of persons in need of social, health and human services;
- g) providing public education on services available to meet health, social and human service needs; and
- h) providing training on available resources or issues concerning health, social and human service needs.

ARTICLE III - POWERS

The corporation shall have all powers provided for Corporations Not For Profit by Chapter 817.021 of Florida Statutes and including but not limited to the powers:

To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for the charitable, educational, informational, and philanthropic purposes described herein.

Nothing contained in the foregoing statement of purposes and powers shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the

Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of self-dealing as defined on Section 4041(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4043(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or may hereafter be amended.

ARTICLE IV - OFFICERS

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Such officers will be elected annually as provided for in the by-laws. The names of the persons who are to serve as officers until the first election of officers under these Articles of Incorporation are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Lindy Maggiano	Senior Friendship Center, Inc. 3600 Evans Avenue Fort Myers, FL 33901
Vice President	Pamela J. Haisman	Medical Studies, Florida 12645 New Brittany Blvd. Fort Myers, FL 33907
Secretary	Joanne O'Brien	Heartland Health Care Center 1600 Matthew Road Fort Myers, FL 33907
Treasurer	Laura Slack	Santa Barbara Court Day Care 1333 Santa Barbara Blvd. Cape Coral, FL 33991

ARTICLE V - DIRECTORS

A minimum of four of the permanent members of the Board of Directors will be representatives of the support groups. Other persons may become directors in the manner provided in the by-laws. The operation of this corporation shall be under the control of a Board of Directors

comprised of no less than twenty-one (21) persons. The persons who are to serve on the initial Board of Directors until the first election of Directors are as follows: Lindy Maggiano, Pamela J. Halsman, Joanne O'Brien, Laura Slack, William Beckwith, Bill Enslen, Nancy Green-Irwin, Valerie Gross, Angus Hurd, Pam Kaye, Henry Klein, Laura Moher, Douglas Newland, Julie Osterhout, Nancy Silvers, Marilee Thien-Sarchet, and Susan Workman.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator hereof is as follows:

Lindy Maggiano

Senior Friendship Center, Inc.
3600 Evans Avenue
Fort Myers, FL 33901

ARTICLE VII - REGISTERED AGENT

The registered agent of the corporation shall be Julie Osterhout. The street address of the registered agent is 10175-4 Six Mile Cypress Parkway, Fort Myers, Florida 33912.

ARTICLE VIII - BY-LAWS

The by-laws of the corporation are to be made, altered or rescinded by a majority vote of Directors present and voting at any regular or special meeting provided the proposal was submitted in writing to all Directors two weeks in advance of the meeting.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the directors entitled to vote thereon, provided the amendment was submitted in writing to all directors two weeks in advance of the vote.

IN WITNESS WHEREOF, we have subscribed our names this 27th day of April, 1995.

Lindy Maggiano
Lindy Maggiano

Pamela J. Halsman
Pamela J. Halsman

Joanne M. O'Brien
Joanne O'Brien

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

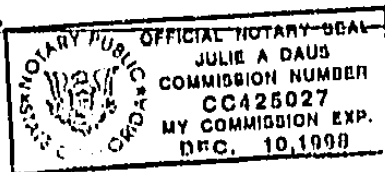
Julie Osterhout
Julie Osterhout, Registered Agent

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared before me LINDY MAGGIANO, known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of April, 1995.

Julie Daus
Notary Public JULIE DAUS
Personally Known
My Commission Expires:

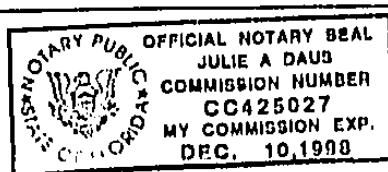


STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared before me PAMELA J. HAISMAN, known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of April, 1995.

Julie Daus
Notary Public - JULIE DAUS
Personally Known
My Commission Expires:

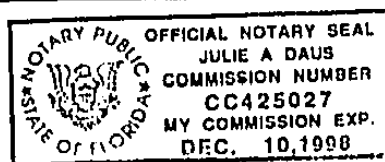


STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared before me JOANNE O'BRIEN, known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of April, 1995.

Julie Daus
Notary Public - JULIE DAUS
Personally Known
My Commission Expires:

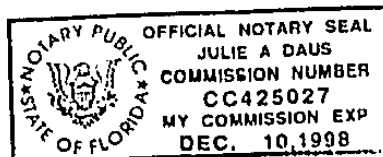


STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared before me JULIE OSTERHOUT, known to me to be the person who executed the foregoing Articles of Incorporation as Registered Agent, and who acknowledged before me that she executed these Articles of Incorporation as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of April, 1995.

Julie Daus
Notary Public - JULIE DAUS
Personally Known
My Commission Expires:



1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 917-1100
(1-237) 11100

800-142-8086

N95000002103



ACCOUNT NO. : 0721000000032
REFERENCE : 692933 83073A
AUTHORIZATION : Patricia Pysko
COST LIMIT : \$ 140

FILED
95 SEP 28 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 27, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 692933

100001585601

CUSTOMER NO: 83073A

CUSTOMER: Julie Ooterhout, Esq
Ooterhout & Associates
Suite 4
10175 Six Mile Cypress Parkway
Fort Myers, FL 33912

DOMESTIC AMENDMENT FILING

NAME: ALZHEIMER'S RESOURCE CENTER
OF LEE COUNTY, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

RECEIVED
95 SEP 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 SEP 27 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signatures and initials]



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 27, 1995

CSC NETWORKS
CAROL M. HENSAL
TALLAHASSEE, FL 32301

SUBJECT: ALZHEIMER'S RESOURCE CENTER OF LEE COUNTY, INC.
Ref. Number: N95000002103

*Please give to
2nd floor
of gate*

We have received your document for ALZHEIMER'S RESOURCE CENTER OF LEE COUNTY, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following reason(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 795A00044246

FILED
35 SEP 27 PM 1:55
RECEIVED
STATE
TOLSON

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
ALZHEIMER'S RESOURCE CENTER OF LEE COUNTY, INC.**
(a corporation not for profit)

The undersigned, being a majority of the board of directors, do hereby certify that the notice required pursuant to the Articles of Incorporation is waived, and that at a special meeting of the directors of the aforesaid corporation, held September 26, 1993, with no shareholder or member approval required, a resolution was adopted amending the Articles of Incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be ALVIN A. DUBIN ALZHEIMER'S RESOURCE CENTER, INC. The principal office address shall be 8505 Broadway, Fort Myers, Florida 33907. The post office address shall be P. O. Box 8277, Fort Myers, Florida 33911. The duration of the corporation shall be perpetual.

ARTICLE IV - OFFICERS

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Such officers will be elected annually as provided for in the by-laws. The names of the persons who are to serve as officers until the first election of officers under these Articles of Incorporation are as follows:

OFFICE	NAME	ADDRESS
President	Lindy Maggiano	Senior Friendship Center, Inc. 3600 Evans Avenue Fort Myers, FL 33901
Vice President	Pamela J. Halsman	Medical Studies, Florida 12645 New Brittany Blvd. Fort Myers, FL 33907
Secretary	Valerio Gross	Older Adult Services Lee Memorial Hospital 2776 Cleveland Avenue Fort Myers, FL 33901
Treasurer	Laura Slack	Santa Barbara Court Day Care 1933 Santa Barbara Blvd. Cape Coral, FL 33901

ARTICLE V - DIRECTORS

A minimum of four of the permanent members of the Board of Directors will be representatives of the support groups. Other persons may become directors in the manner provided in the by-laws. The operation of this corporation shall be under the control of a Board of Directors comprised of no more than twenty-one (21) persons. The persons who are to serve on the initial Board of Directors until the first election of Directors are as follows: Lindy Maggiano, Pamela J.

Halsman, Joanne O'Brien, Laura Slack, William Beckwith, Bill Enslen, Nancy Green-Irwin, Valerie Gross, Angus Hurd, Pam Kaye, Henry Klein, Laurel Moher, Douglas Nowland, Julie Osterhout, Nancy Silvera, Marilee Thien-Sarchet, and Suzana Workman.

ARTICLE X - DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, religious, and/or scientific purposes and which has established its tax-exempt status under Section 501 subdivision (c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, we have subscribed our names this 25 day of September, 1995.

Lindy Maggiano
Lindy Maggiano, President

Pamela J. Halsman
Pamela J. Halsman, Vice President

Valerie Gross
Valerie Gross, Secretary

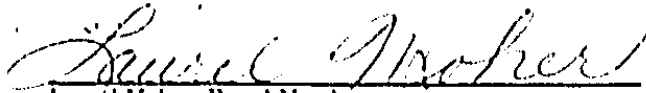
Laura G. Slack
Laura Slack, Treasurer

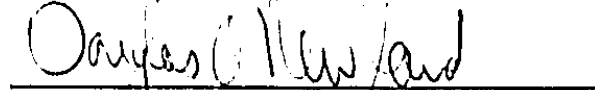
William Beckwith, Board Member

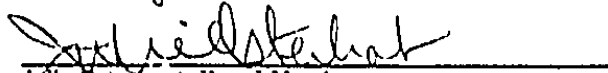
Bill Enslen
Bill Enslen, Board Member

Nancy Green-Irwin
Nancy Green-Irwin, Board Member

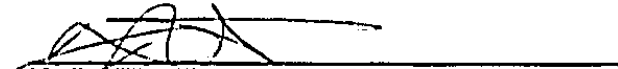
Henry Klein
Henry Klein, Board Member


Laurel Moher, Board Member


Douglas Newland, Board Member


Julie Osterholt, Board Member


Nancy Silvers, Board Member


Marilee Thien-Sarchet, Board Member

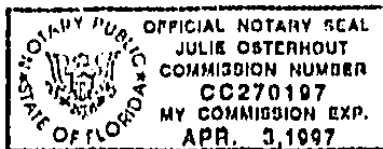

Becky VanPelt, Board Member


Susan Workman, Board Member

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared before me LINDY MAGGIANO, PAMELA J. HAISMAN, VALERIE GROSS, LAURA J. SLACK, BILL ENSLEN, NANCY GREEN-IRWIN, HENRY KLEIN, LAUREL MOHIER, DOUGLAS NEWLAND, NANCY SILVERS, MARILEE THEN-SARCHET, BECKY VAN PELT and SUSAN WORKMAN, known to me to be the persons whom executed the foregoing Amendment to Articles of Incorporation, and who acknowledged before me that they executed this Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of September, 1995.



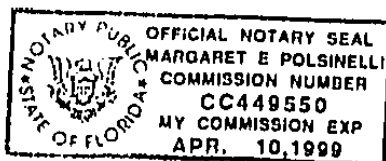
Julie Osterhout

Notary Public - JULIE OSTERHOUT
Personally Known
My Commission Expires 4/3/97; Commission #CC270197

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared before me JULIE OSTERHOUT, known to me to be the person who executed the foregoing Amendment to Articles of Incorporation, and who acknowledged before me that she executed this Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of September, 1995.



Margaret E. Polsinelli

Notary Public - MARGARET E. POLSINELLI
Personally Known
My Commission Expires 4/10/99; Commission #CC449550