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DIVISION OF CORPORATION

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660 EAST JEFFERSON STREET

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TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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ARTICLES OF INCORPORATION
OF
MID-ORLANDO CHAPTER #5046 OF
AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.
(A NOT FOR PROFIT CORPORATION)

* * * * *

WE, THE UNDERSIGNED, being natural persons competent to contract, for the purpose of forming a corporation under the Not For Profit Corporation Law of the State of Florida, Chapter 617, Florida Statutes, as amended, do hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation is:

MID-ORLANDO CHAPTER #5046 OF
AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

SECOND: The purpose or purposes for which the corporation is organized, shall be:

1. To provide a channel through which members can engage in meaningful community service activities.

2. To offer members opportunities for self-appraisal and assistance in planning lifestyles designed to attain maximum self-realization and enrichment.

3. To help foster equality of opportunity for older Americans by promoting their continued growth and development, self-respect, self-confidence and usefulness; by encouraging their participation in contemporary life; and by stimulating a dynamic

public interest in the aging population, and recognition of their potential.

4. To identify experiences which will further growth and development of personality for retired persons and lead to new, useful and creative roles which enhance life-fulfillment.

5. To devote the energies of the Chapter to furthering its goals of prolonging and improving the mental and physical well-being of retired persons.

6. To aid retired persons in their social, physical, economic and intellectual needs by acting as a local Chapter of the AMERICAN ASSOCIATION OF RETIRED PERSONS, a District of Columbia Non-Profit Corporation (hereinafter "AARP"), in accordance with and in furtherance of its purposes, objectives and ideals.

THIRD: The Corporation is to have members. The designation of the class or classes of members of the Corporation and the qualifications and rights, including voting rights, of the members of each such class, shall be as follows:

1. The Corporation shall have two classes of members: national organization and individual. AARP shall be the national organization member of the Corporation. All persons who are members in good standing of AARP and who pay, in advance, to the Corporation the annual dues which may be prescribed from time to time in the By-Laws of the Corporation shall be individual members.

2. Except as otherwise provided herein or in the By-Laws, the national organization member of the Corporation shall not have any voting rights, but all voting rights shall be vested in the individual members, and the affirmative vote of a majority of the individual members present in person and entitled to vote at a meeting of members with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter. Notwithstanding the foregoing, the national organization member shall be entitled to vote in person or by proxy on all matters relating to the amendment of the Articles of Incorporation or By-Laws, but the affirmative vote of the national organization member with respect to any such matter shall be necessary to decide such matter.

FOURTH: The manner in which the directors of the Corporation are to be elected or appointed shall be as provided in the By-Laws of the Corporation.

FIFTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and its directors:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, member or other private individual, 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 SECOND hereof. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2. In the event the existence of the Corporation should for any reason be terminated, all funds of the Corporation shall, after the payment of its liabilities, be distributed exclusively for charitable or social welfare purposes.

3. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction which is a prohibited transaction as defined in Section 503(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent United States Revenue Laws.

4. Neither the Corporation nor any officer or individual member of the Corporation shall have the authority to represent, contract for, or otherwise act in an official capacity for AARP. No officer or individual member shall use the Corporation to further his own personal interests.

5. The purposes and objects of the Corporation shall in all respects conform to the purposes of AARP. The Corporation shall not engage in or permit or suffer any activity detrimental to or which detracts from the best interests of AARP or its members.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The names and residences of the subscribers are:

<u>NAMES</u>	<u>ADDRESSES</u>
Jacqueline R. Beach	3163 Place Terraco Drive Orlando, Florida 32803
<i>ARB</i> Patricia Satterfield	714 Citrus Avenue Orlando, Florida 32792
Frank Sarducci	1332 W. Yale Street Orlando, Florida 32804
<i>ARB</i> S. E. Satterfield	714 Citrus Avenue Orlando, Florida 32792

EIGHTH: The affairs of the Corporation shall be managed by officers with the following titles:

President
Vice-President
Secretary
Treasurer

Such officers shall be elected or appointed annually at such times and in the manner provided by the By-Laws.

NINTH: The names of the officers who are to serve until the first election or appointed under these articles are:

<u>NAME</u>	<u>OFFICE</u>
Jacqueline R. Beach	President
<i>ARB</i> Patricia Satterfield	Vice-President
Frank Sarducci	Secretary
<i>ARB</i> S. E. Satterfield	Treasurer

TENTH: The number of persons constituting the first board of directors of the Corporation shall be twelve (12).

The names and addresses of the members of the board of directors who are to serve until the first election of directors are:

NAMES

ADDRESSES

Jacqueline R. Beach

3163 Plaza Terrace Drive
Orlando, Florida 32803

ARB

Patricia Satterfield

714 Citrus Avenue
Orlando, Florida 32792

Frank Sarducci

1332 W. Yale Street
Orlando, Florida 32804

ARB

S. E. Satterfield

714 Citrus Avenue
Orlando, Florida 32792

Mary E. Bronson

20535 Newby Street
Orlando, Florida 32833

Donald O. Caspers

679 Asford Oaks Drive, #102
Orlando, Florida 32714

ARB

Paul V. Holmes

3283 Sheringham Road
Orlando, Florida 32808

William L. Lindsey

1437 Bayhead Court
Orlando, Florida 32825

Ruth Miller

117 E. Marks Street
Orlando, Florida 32803

Josephine Sarducci

1332 W. Yale Street
Orlando, Florida 32804

Ronald Sinclair

4880 E. Michigan St., Apt. 5
Orlando, Florida 32812

ARB

~~JAMES STOLIX~~

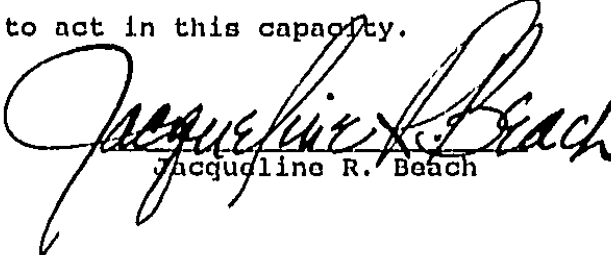
~~2000 E. 17th Avenue
Winter Park, Florida 32789~~

Philbrook F. Sargent

12 W. Vanderbilt Street
Orlando, Florida, 32804

ELEVENTH: The street address of the initial registered and principal office of the corporation is 3163 Plaza Terraco Drive, Orlando, Florida 32803 and the name of its initial registered agent at such address is JACQUELINE R. BEACH.

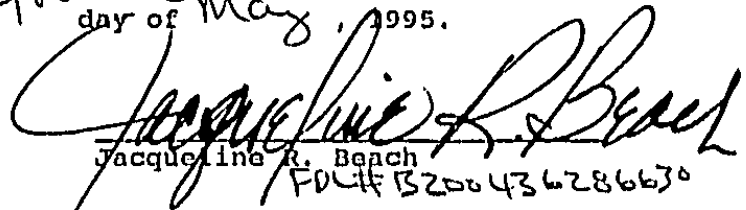
JACQUELINE R. BEACH, having been designated to accept service of process, hereby agrees to act in this capacity.

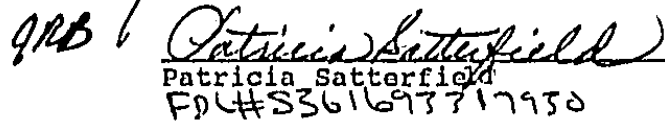

Jacqueline R. Beach

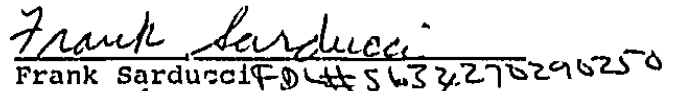
TWELFTH: The By-Laws of the Corporation shall be made, altered or rescinded by two-thirds vote of the members of the Chapter present and voting, at any regular meeting of the Chapter held in accordance with the requirements of the By-Laws, including special notice of any proposed change or rescission and notice of such meeting.

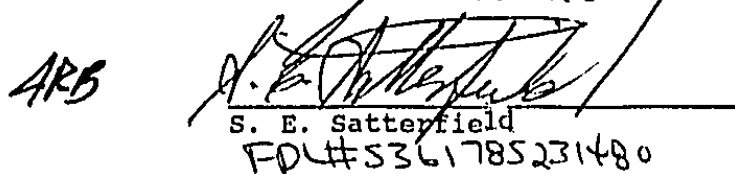
THIRTEENTH: Amendments to these Articles of Incorporation shall be proposed by the board of directors and adopted by two-thirds vote of the members of the Chapter present and voting at any regular meeting of the Chapter held in accordance with the requirements of the By-Laws, including special notice of any proposed amendment and of such meeting.

IN WITNESS WHEREOF, we, the undersigned, do subscribe and
acknowledge these Articles of Incorporation and accordingly have
hereunto set our hands this ^{9th} day of May, 1995.


Jacqueline R. Beach
FDL# B200436286630

ARB 
Patricia Satterfield
FDL# S361693717950

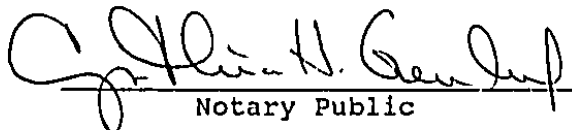

Frank Sarducci
FDL# S632270290250

ARB 
S. E. Satterfield
FDL# S361785231480

STATE OF FLORIDA)
COUNTY OF ORANGE) SS:

I, hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared JACQUELINE R. BEACH, PATRICIA SATTERFIELD, FRANK SARDUCCI and S. E. SATTERFIELD to me known to be the persons described in and who executed the foregoing Articles of Incorporation and severally acknowledged before me that they executed the same and that the facts therein stated are truly set forth.

Witness my hand and official seal in the county and state last aforesaid this 5th day of May, 1995.


Notary Public

(NOTARIAL SEAL)

My commission expires on:

OFFICIAL NOTARY SEAL
CYNTHIA H. GREENLEAF
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC212587
MY COMMISSION EXP. JULY 6, 1996