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ATTORNEY AT LAW

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March 11, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

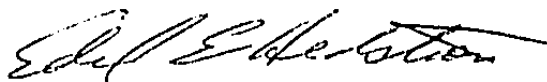
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IN RE: Palatka - Putnam County Senior Citizens, Inc.
(a corporation not for profit)

Gentlemen:

Enclosed please find the Articles of Incorporation for Palatka - Putnam County Senior Citizens, Inc., together with a check in the amount of \$122.50 for filing. Please send me a certified copy at your earliest convenience.

Sincerely yours,



Edward E. Hedstrom

EEH/cw

enclosure

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FILED
96 MAR 15 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PALATKA - PUTNAM COUNTY SENIOR CITIZENS, INC.
(a corporation not for profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, with other persons being desirous of forming a corporation for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Corporate Name

The name of this corporation is **PALATKA - PUTNAM COUNTY SENIOR CITIZENS, INC.**

ARTICLE II

The initial street address and mailing address of the initial principal office is 44 Muskogee Road, San Mateo, Florida 32187.

ARTICLE III

Purposes

This is a non-profit corporation organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617, Florida Statutes. Specifically, this corporation is formed to provide a broad range of group and individual activities and services to respond to the needs and interests of older adults in the community or service area of this corporation.

ARTICLE IV

Duration

This corporation shall exist perpetually from the date the Articles of Incorporation are filed with the Department of State, unless sooner dissolved voluntarily or by law.

ARTICLE V

Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The initial number of directors of this corporation shall be nine (9), provided however, that such number may be changed by a by-law duly adopted by the Board of Directors. The directors hereinafter named shall hold office until the first annual meeting to be specified in the by-laws. The names and addresses of such initial directors are as follows:

Mr. John Alexander
919 Carr Street
Palatka, Florida 32177

Harold and Evelyn Bartelt
Route 1, Box 147
Pomona Park, Florida 32181

Mrs. Sarah Elrod
521 South 17th Street
Palatka, Florida 32177

Ms. Lois Gibbins
117 East Oakhill Drive
Palatka, Florida 32177

Mrs. Debra LeRoy
P.O. Box 774
Palatka, Florida 32178

Mrs. Ethelene Odom
2010 Carr Street
Palatka, Florida 32177

Mr. Wallace P. Stembler
P.O. Box 40
East Palatka, Florida 32131

Mr. Mike Westney
44 Muskogee Road
San Mateo, Florida 32187

Ms. Gwendolyn White
P.O. Box 143
Palatka, Florida 32178
Palatka, Florida 32177

ARTICLE VI

Agent and Office

The street address of the initial registered office is 44 Muskogee Road, San Mateo, Florida 32187 and the name of the initial registered agent at such address is Mike Westney.

ARTICLE VII

Membership

The membership of this corporation shall consist of any person interested in the needs of elderly citizens within the service area of the corporation and who shall be elected to membership by a majority vote of the Board of Directors.

ARTICLE VIII

Amendment of By-laws

Bylaws of this corporation may be made, altered, rescinded or added to by a majority vote of the Board of Directors.

ARTICLE IX

Amendments of Articles

Amendments to these Articles of Incorporation may be made by a majority vote of the membership entitled to vote thereon at any duly called membership meeting of the corporation.

ARTICLE X

Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on 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.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE XI

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United

States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XII

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

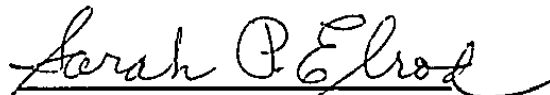
Mike Westney
44 Muskogee Road
San Mateo, Florida 32187

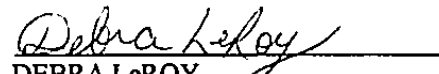
Sarah Elrod
521 South 17th Street
Palatka, Florida 32177

Debra LeRoy
P.O. Box 774
Palatka, Florida 32178

WE, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 11th day of March, 1996.


MIKE WESTNEY


SARAH ELROD

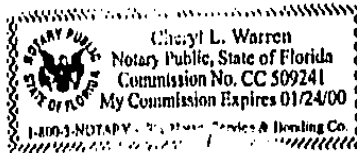

DEBRA LeROY

STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority, personally appeared MIKE WESTNEY, SARAH ELROD and DEBRA LeROY, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of March, 1996.


Notary Public
My Commission Expires:

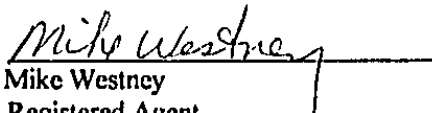


**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED
AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

PALATKA - PUTNAM COUNTY SENIOR CITIZENS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at Palatka, County of Putnam and State of Florida, has named **MIKE WESTNEY** as its registered agent to accept service of process within this state, who is located at **44 Muskogee Road San Mateo, Florida 32187**.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


Mike Westney
Registered Agent

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96 MAR 15 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA