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N9600000 April 12, 1996 2075

VIA FEDERAL EXPRESS

Florida Secretary of State  
Corporations Division  
Firestone Building  
409 E. Gaines Street  
Tallahassee, Florida 32301

RE: Filing of Articles of Incorporation for Palm Beach County Alzheimer's Care Association, Inc.

Dear Sir or Madam:

Enclosed are please find the following:

1. Original Articles of Incorporation for the above referenced not-for-profit corporation.
2. One copy of the Articles of Incorporation
3. A check in the amount of \$70.00 for filing of the above referenced not-for-profit Articles of Incorporation.

After filing, please send us one copy of the Articles of Incorporation to our address in Madison, Wisconsin. If you have any questions concerning this matter, please feel free to call me at (608) 238-4444.

Very truly yours,

SWEENEY & SWEENEY, S.C.

*Laura L. Hammer*  
Laura L. Hammer  
Paralegal

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enclosures

F. CHESBROUGH

1996

FILED  
APR 16 AM 8:22  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC.**

Notice is hereby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation not-for-profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes (1993) and have applied to be recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code, and the undersigned do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I. - NAME**

The name of the corporation is: PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC. (hereinafter the "Corporation").

**ARTICLE II. - PLACE OF BUSINESS**

The address of the initial principal place of business in Florida is 23337A S.W. 61st Street, Boca Raton, Florida 33428. The mailing address for the Corporation is 6401 Congress Avenue, Suite 265, Boca Raton, Florida 33487.

**ARTICLE III. - DURATION**

The duration of this Corporation is perpetual.

**ARTICLE IV. - PURPOSE**

The objects and purposes for which the Corporation is formed, and any and/or all of which shall be transacted, promoted, or carried on by it in any part of the United States of America as fully and to the same extent as natural persons acting in a non-profit capacity might or would do, including, but not limited to the following:

1. Charitable Corporation. To operate and constitute itself as a charitable Corporation exclusively for the benefit of the general public through educational, charitable, literary, providing of health care and scientific means within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, in such manner that no part of the net income, net earnings and/or property of the Corporation shall ever inure to the benefit of any private member and/or individual and, further, that no part of such net income, net earnings and/or property nor any of its activities of the Corporation shall in anyway be used for or be dedicated to the carrying on of any propaganda, or otherwise attempting to influence legislation. The results of the scientific research performed by or because of the Corporation, including

patents, copyrights, processes or formulae shall be made available to the public on a non-discriminatory basis.

2. Purposes. Subject always to the provisions of paragraph 1 of Article IV:

a. Compliance with Policies and Procedures. To operate pursuant to public policy formulated by the Corporation's Members and Board of Directors and to further the goals as determined by the Members and Board of Directors.

b. Local Aid. To aid in local organizational development and fund raising for Alzheimer education, research and care.

c. Education. To educate the public, help family support groups, and promote research and prevention efforts regarding Alzheimer's disease and related disorders.

d. Support. To provide guidance and support for the afflicted and their families.

e. Research and Development. To encourage and support research into causes, improved diagnosis, therapy, cures for and prevention of Alzheimer's disease and related brain disorders.

f. Publicity. To publicize the medical, social, psychological and financial needs of the affected and to strive for public education regarding Alzheimer's disease and related brain disorders.

g. Care. To provide opportunities for the care of Alzheimer disease and other related brain disorders.

h. Funding. To receive, accept, collect, raise, maintain, pay, distribute, give and return funds and properties to serve the public, scientific, charitable, care literary, and/or educational purposes as the Board of Directors and the Members in their judgment and discretion shall determine.

i. Programs. To undertake, promote, develop, carry on such religious, charitable, care, scientific, literary and/or educational work as the Board of Directors and the Members, in their judgment and discretion, shall determine.

j. Support. To establish, maintain and support either in whole or in part, either directly or by contribution, such charitable, care, scientific, literary and/or educational agencies, organizations, trusts, chests, funds, foundations, Corporations or institutions, including but not limited to medical or other similar facilities on a non-profit basis, as the Members and the Board of Directors in their judgment and discretion shall determine, and which are organized and operated exclusively for charitable, care, scientific, literary and/or educational purposes and which are not engaged, either directly or indirectly, in the carrying on or any propaganda, or otherwise attempting to influence legislation.

3. Use of Property; Contracts. In the judgment and discretion of the Board of Directors and the Members of the Corporation, and without limitation as to amount:

- a. To purchase, or otherwise acquire, and to sell, lease, assign and transfer property of every kind and description.
- b. To hold, invest, reinvest, use, mortgage, pledge, sell, loan, lease, assign and transfer and otherwise dispose of any funds or property of the association of every kind and description and, in particular, loans, money, lands, buildings, mortgages, shares, stocks, debentures, bonds, securities, bills, notes, book debts, claims and any other similar or different interest in any property of the Corporation which may be necessary, convenient or desirable for the conduct of the work and the affairs of the Corporation.
- c. To enter into, make and perform and carry out contracts of any kind or nature for any of the purposes and objects of the Corporation.

4. Other Powers. To exercise all of the powers conferred upon Corporations, organized not for profit and without authority to issue capital stock, under the provisions of the Corporation law of the state of Florida including, but not limited to Chapters 607 and 617 of the Florida Statutes, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

## ARTICLE V. MEMBERSHIP

1. Generally. The Corporation shall have Members, consisting of one class, with all the rights and privileges associated with membership in accordance with the Florida Statutes. The number of Members shall not be less than three (3), nor more than ten (10). All Members may also be on the Board of Directors

2. Authority. The Members of the Corporation shall have and retain exclusive authority, by a majority vote (except where a greater vote is required by federal, state, and local laws) to make the final decision with the structure of the Corporation relative to matters, including but not limited to the following: (1) purchase or sale of real property; (2) purchase or sale of buildings; (3) additions to the capital debt of the Corporation; (4) sale, gift, or other disposition of capital assets of the Corporation; (5) changes in the Articles of Incorporation and/or by-laws of the Corporation; (6) election or discharge of Directors in accordance with Florida law; (7) merger with other organizations; (8) dissolution of the Corporation; and (9) direct philosophy of the Corporation. Notwithstanding anything contained herein to the contrary in the event any decision or vote by the Board of Directors conflicts with the decision or vote of the Members, then the decision and/or vote of the Members shall control.

3. Eligibility. Members are those members who are named specifically in these Articles of Incorporation of the Corporation. Thereafter, new Members may be admitted

by a vote of the majority of the existing Members. Any vote for election of a new Member shall be held at a meeting pursuant to this Article V and the Bylaws of the Corporation.

4. Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a Member of the Corporation shall make application on a form supplied by the Corporation.

5. Termination of Membership. Membership may be terminated by death or resignation or a just cause, as determined by a majority of the other Members. Also, any Member may resign as a Member with thirty days prior written notice to the Members.

6. Election of Directors. The Members shall elect the Directors of the Corporation, according to the policies and procedures in effect from time to time. Each Member shall have one vote on each Director submitted to the membership for vote. The name and addresses of the Corporation's initial Members are:

Patrick S. Sweeney  
Sweeney & Sweeney, S.C.  
c/o LaValle, Brown, Ronan & Soff  
750 South Dixie Highway  
Boca Raton, FL 33432

and

Patrick S. Sweeney  
Sweeney & Sweeney, S.C.  
440 Science Drive, Fourth Floor  
Madison, WI 53711

Mary Barnes  
1861 Woodfern  
Boca Raton, FL 33436

Father Ed Doherty  
500 Ocean Way  
Deerfield Beach, FL 33442

Siobhan Kelly  
23337A S.W. 61st Street  
Boca Raton, FL 33428

7. Memberships are not transferrable. Any attempt to transfer any Membership shall be void *ab initio*.

## ARTICLE VI. FUNDS

1. The Corporation shall operate on a not for profit basis. If a net surplus of funds results at the conclusion of a fiscal year, that amount shall be used toward expenses of the following year. No remuneration is to be paid to any officer or Director of the Corporation except for reimbursement for the expenditures or compensation expressly authorized by the Members. Members and the Board of Directors serve without remuneration for their services as Members and/or as Members of the Board of Directors.

2. All monies belonging to the Corporation shall be under the direct control of the President. All revenues and disbursements shall be recorded by the President using an accepted accounting practice. The specific duties of the President are detailed in Article IX. The financial records of the Corporation shall be reviewed on an annual basis by an independent

accountant, and the accountant's report shall be made available to all officers and Directors.

3. The Corporation shall have the right to engage in such fund raising and image building activities as may be deemed appropriate by the Members or Board of Directors.

4. The first fiscal year of PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC. shall commence with the date of incorporation. Thereafter, the fiscal year shall correspond to a fiscal year beginning July first and ending June 30.

## ARTICLE VII. DIRECTORS

1. The day-to-day decisions regarding property, business and affairs of the Corporation shall be managed by a Board of Directors. The actual number of Directorships shall be fixed from time to time as the Members may determine. Directors shall be appointed by the Members at the annual meeting. Each Director shall hold office for the term for which he is appointed and until his successor has been appointed and qualified, except a Director shall cease to be in office upon his death, resignation, lawful removal or court order decreeing that he is no longer a Director in office. The Directors of the Corporation are as follows:

- |            |                                                                     |                                                                                                              |
|------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| Directors: | 1. Siobhan Kelly<br>23337A S.W. 61st Street<br>Boca Raton, FL 33428 | 3. Patrick S. Sweeney<br>c/o LaValle, Brown, Ronan & Soff<br>750 South Dixie Highway<br>Boca Raton, FL 33432 |
|            | 2. Father Ed Doherty<br>500 Ocean Way<br>Deerfield Beach, FL 33442  | 4. Mary Barnes<br>1861 Woodfern<br>Boca Raton, FL 33436                                                      |

2. Power of Directors. The Directors shall have the power to perform day-to-day general management and control of the property, business and affairs of this organization and they exercise all the powers that may be exercised or performed by the Corporation under statutes, these Articles of Incorporation and the by-laws. Notwithstanding anything contained herein to the contrary, in the event any decision or vote of the Board of Directors conflicts with any decision or vote of the Members, then the decision and/or vote of the Members shall control.

3. Place of Meetings. The Directors may hold their meetings at such place or places within or without the state of Florida as the Board may from time to time determine.

4. Annual Meetings. A meeting of the Directors, for the appointment of officers and the transaction of any other business that may come before such meeting, shall be held annually pursuant to

5. Other Meetings. Other meetings of the Directors may be held whenever the President or majority of the Directors may deem it advisable, notice thereof to be mailed to each Director at least three (3) days prior to such meeting.

6. Waiver of Notice. Notice of any Directors' meeting may be waived in writing by all the Directors and, if any Director present at a Directors' meeting does not protest prior to or at the commencement of the meeting the lack of proper notice, he shall be deemed to have waived notice of such meeting.

7. Directors' Consent. Any resolution in writing concerning action to be taken by the Corporation, which resolution is approved and signed by all the Directors severally or collectively, whose number shall constitute at least a quorum for such action, shall have the same force and effect as if such action were authorized at a meeting of the Board of Directors duly called and held for that purpose, and such resolution, together with the Directors' written approval thereof shall be recorded in the Minute Book of the Corporation.

#### ARTICLE VIII. INITIAL OFFICERS

The names and residence address of the officers of the Corporation who are to manage all of the affairs of the Corporation in conjunction with the Board of Directors until the first annual meeting are:

President:	Siobhan Kelly
Vice President:	Mary Barnes
Secretary:	Father Ed Doherty
Treasurer:	Patrick S. Sweeney

#### ARTICLE IX. DUTIES OF OFFICERS

1. President. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these by-laws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers of the Corporation in order that the purposes may be promoted.

2. Vice President. The Vice President shall act as aid to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. Secretary. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him.

4. Treasurer. The Treasurer shall have custody of all the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board of Directors, or a special committee. The Treasurer shall present a financial statement

on every meeting of the Corporation and at all other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the by-laws. The Treasurer's account shall be examined annually by an accountant who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

5. All officers shall:

a. perform the duties prescribed in the parliamentary authority in addition to those outlined in the by-laws of the Corporation and those assigned from time to time;

b. deliver to their successors all official material not later than ten (10) days following the appointment of their successors.

#### ARTICLE X. INCORPORATORS

The names and residence address of the incorporators to the Corporation are as follows:

Patrick S. Sweeney  
Sweeney & Sweeney, S.C.  
c/o LaValle, Brown, Ronan & Soff  
750 South Dixie Highway  
Boca Raton, Florida 33432

and

Sweeney & Sweeney, S.C.  
440 Science Drive, Fourth Floor  
Madison, WI 53711

#### ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The above named incorporators, desiring to organize the Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at 750 South Dixie Highway, Boca Raton, FL 33432, and hereby designate and appoint Patrick S. Sweeney as the Registered Agent of the Corporation, to accept service of process within this state, to serve in such capacity until a successor is selected and duly designated.

#### ARTICLE XII. INDEMNIFICATION

The Corporation shall indemnify any officer, Director or employee of the Corporation, or any former officer, Director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.



### ARTICLE XIII. PROHIBITED ACTIVITIES

1. The Corporation shall not:

a. Lobbying. Attempt to influence legislation as a substantial part of its activities.

b. Use of Income. Allow any part of its net income to inure to the benefit of officers, Directors or Members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.

c. Political Practices. Participate to any extent in any political campaign for or against any candidate for public office.

d. Internal Revenue Code. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

2. Conflicts of Interest. No Director or Member of the Corporation shall (i) engage in any course of conduct which will result in a conflict of interest or potential conflict of interest with the Corporation or (ii) take any position publicly as a representative of the Corporation which has not been approved by the Corporation as the case may be.

a. Any possible conflict of interest shall be disclosed to the Members and the Board of Directors by the person concerned.

b. When any such conflict of interest is relevant to a matter requiring action by the Members and the Board of Directors or any committee of the Board, the interested person shall call it to the attention of the Members, the Board of Directors or such committee and such person shall not vote on the matter. Moreover, the person having a conflict shall retire from the room in which the Members, the Board of Directors or the committee of the Board is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Members, the Board of Directors or committee of the Board with all relevant information. The minutes of the meeting of the Members, the Board of Directors or committee of the Board shall reflect that the conflict of interest was disclosed, and that the interested person was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Members, Board of Directors or the committee of the Board, as the case may be, excluding the person concerning whose situation the doubt has arisen.

A copy of this conflict of interest statement shall be furnished to each Director and Member who is presently serving the Corporation, or who may hereafter become associated with it; this policy shall be reviewed annually for the information and guidance of the Board of Directors and Members; and any new Directors or Members shall be advised of the policy upon undertaking the duties of such office.

#### ARTICLE XIV. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees of the Board and shall keep at the registered or principal office a record giving the names and addresses of the Members or Board of Directors entitled to vote. All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose.

#### ARTICLE XV. DISPOSAL OF ASSETS ON DISSOLUTION

Upon the dissolution of the Corporation, the Member shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Members shall determine. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purpose.

#### ARTICLE XVI. DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 8<sup>th</sup> day of April, 1996.

Signed, sealed and delivered  
in the presence of:

[Signature]  
Linda K. Wendorf

INCORPORATOR:

[Signature]  
Patrick S. Sweeney

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

In pursuance of 48.091(1), 607.034 and 617.0202, Florida Statutes, the following is submitted in compliance thereof:

That PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its initial registered office in Florida being in the County of Palm Beach, has named Patrick S. Sweeney located at 750 South Dixie Highway, Boca Raton, Florida 33432 to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the initial registered offices of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its registered agent.

By: \_\_\_\_\_

Patrick S. Sweeney  
Registered Agent

FILED  
APR 16 AM 8:23  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA                     )

COUNTY OF PALM BEACH             )

The foregoing Certificate was sworn to and acknowledged before me this day of 10th  
of April, 1996, by Patrick S. Sweeney

James L. Hammer  
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES: March 31, 1997