

N96000004049

LONNIE D. LORREN, P.A.
Attorney at Law

February 6, 1997

Lonnie D. Lorren

Florida Department of State
Division of Corporation
Post Office Box 5588
Tallahassee, Florida 32314

Attn: Steven Harris

Dear Mr. Harris:

100002083701--8
-02/11/97--01107--001
*****35.00 *****35.00

Per our telephone conversation on the above date, enclosed please find the original and one copy of the Restated Articles of Incorporation for ALZHEIMER'S FAMILY SERVICES, INC. Also attached to the Articles is the Certificate.

As we discussed by phone, the IRS has put a time limit on this request. If you would, please fax a copy of the Restated Articles to:

Ms. Peggy Brickhead
Internal Revenue Service
Fax #410-962-0133

Please return the certified copy of the Articles to the undersigned. Thank you for your help in this matter.

Sincerely yours,



Lisa L. Gonzalez
Secretary to
LONNIE D. LORREN

324 South Alcaniz St.
Pensacola, Florida
32501

Telephone
(904) 432-8660

Facsimile
(904) 432-8595

llg:

Enclosure

SH 2/14

TALLAHASSEE, FLORIDA

07 FEB 10 PM 12:34

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1997

Lisa L. Gonzalez
Lonnie D. Lorren, P.A.
324 S. Alcaniz St.
Pensacola, FL 32501

SUBJECT: ALZHEIMER'S FAMILY SERVICES, INC.
Ref. Number: N9600004049

We have received your document for ALZHEIMER'S FAMILY SERVICES, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Please entitle your document Restated Articles of Incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 097A00005793

RESTATED
ARTICLES OF INCORPORATION
OF

ALZHEIMER'S FAMILY SERVICES, INC.

FILED
97 FEB 10 PM 12:34
TALLAHASSEE, FLORIDA

The undersigned subscribers, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Alzheimer's Family Services, Inc. Its initial principal address shall be 10100 Hillview Drive, Suite 6D, Pensacola, Florida 32514.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

1. To act as a fund raising and disbursement vehicle and provide coordination and administrative support for such fund raising activities directed toward education, counseling and other related humanitarian activities for Alzheimer's patients, caregivers, and the families of Alzheimer's patients.
2. To extend emotional support to the families and caregivers of Alzheimer's patients.
3. To educate and train lay and professional caregivers of Alzheimer's patients.
4. To act as an advocate for improved care for Alzheimer's patients and caregivers, both in the home environment and in care facilities.

5. To provide current and updated knowledge and treatment information to the families of Alzheimer's patients.

6. To provide services commensurate with the capabilities of the staff and the knowledge and approval of the Board of Directors.

7. In order to prosecute the objects and purposes set forth above, the corporation shall have full power and authority to purchase, lease, or otherwise acquire, hold and dispose of all kinds and types of property, real and personal, both in the State of Florida and in all other states, territories and dependencies of the United States as well as foreign countries; and generally to perform acts which may be deemed necessary or appropriate for the proper and successful prosecution of the objects and purposes for which the corporation was created. This corporation is organized exclusively for educational, charitable, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

8. No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

9. 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/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal tax code.

ARTICLE III - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall commence existence on July 25, 1996, and shall exist perpetually.

ARTICLE IV - MEMBERS AND MANNER OF ADMISSION

Membership of this corporation shall initially be composed of a single class with qualifications, rights and privileges to be defined in the corporate By-Laws. Classes may be added or dropped from time to time by the Board of Directors, but shall in all cases be defined solely as a voluntary contribution and not as a requirement to receive services. Applications for membership shall be filed with the Board of Directors, or with any person or committee designated by the Board of Directors.

ARTICLE V - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the principal office of this corporation in the State of Florida will be 10100 Hillview Drive

#6D, Pensacola, Escambia County, Florida 32514. The Board of Directors may from time to time move the registered office to any other address in the state of Florida. The name of the initial registered agent of the corporation is Jean K. Mayo and she can be served with legal process on behalf of the corporation at 10100 Hillview Drive #6D, Pensacola, Escambia County, Florida 32514. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - BOARD OF DIRECTORS

A. The initial Board of Directors of this corporation shall be Seventeen (17).

B. The number of directors may be increased or diminished from time to time by By-Laws adopted by the members, but shall never be less than Fifteen (15).

C. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the members or thereafter until their successors are elected and have qualified are:

<u>NAME</u>	<u>STREET ADDRESS</u>
David Jacobi	1317 E. Gadsden Street Pensacola, FL 32501
Warren Briggs	3361 Palermo Road Pensacola, FL 32501
Reverend Hugh King	1016 North A Street Pensacola, FL 32501
Vivian Krumel	3920 Montaigne Drive Pensacola, FL 32504
Katherine Murphy	309 Dolphin Street Gulf Breeze, FL 32561

Jack Gambill	3841 Nobles Street Pensacola, FL 32514
Hannah Stagner	4835 Velasquez Street Pensacola, FL 32504
Connie Cox	971 Aquamarine Drive Gulf Breeze, FL 32561
Ms. Mamie Hixon	3075 North Tenth Street Pensacola, FL 32501
Jean K. Mayo	10100 Hillview Drive #6D Pensacola, FL 32514
Joe Wallace	1707 E. Lee Street Pensacola, FL 32503
Kathleen DeMaria	510 East Zaragoza Street Pensacola, FL 32501
Brooks Champlin	25 West Cedar Street Pensacola, FL 32501
John Hutcheson, Jr.	8333 North Davis Highway Pensacola, FL 32514
Cookie Kichler	4870 Manolate Street Pensacola, FL 32504
Mary Morey	717 Poinciana Drive Gulf Breeze, FL 32561
Roland Morin	28726 North Main Street #8 Daphne, AL 36526-7218

ARTICLE VII - SUBSCRIBERS

The names and addresses of the subscribers are:

<u>NAME</u>	<u>ADDRESS</u>
Jean K. Mayo	10100 Hillview Drive #6D Pensacola, FL 32514

ARTICLE VIII - AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a members' meeting by a majority of the members entitled to vote

thereon, unless all the Directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX - CAPITAL STOCK

This corporation is organized under a non-stock basis.

ARTICLE X - DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose.

IN WITNESS WHEREOF, we, the subscribers, have hereunto set our hands and seals this 28th day of January, 1997.

Jean K. Mayo (SEAL)
JEAN K. MAYO
President

STATE OF FLORIDA

COUNTY OF ESCAMBIA

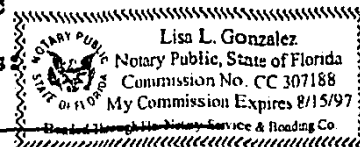
BEFORE ME, the undersigned authority, did personally appear, JEAN K. MAYO, who is personally known to me, or who produced _____ as identification and who executed the foregoing, and acknowledged that she executed said instrument for the purposes described therein and did (did not) take an oath.

Given under my hand and official seal this 28th day of
January, 1997.

Lisa L. Gonzalez
NOTARY PUBLIC

Lisa L. Gonzalez
Name of Notary Public

My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Jean K. Mayo
JEAN K. MAYO

CERTIFICATE

The Restatement was adopted by the board of directors and does not contain any amendments requiring member approval.