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TALLAHASSEE, FL 32304-3002
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904-222-0391

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RECEIVED



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100008832

REFERENCE : 103418

DIVISION OF CORPORATION

AUTHORIZATION :

Patricia P. Jett

COST LIMIT : \$ 122.50

ORDER DATE : September 30, 1996

ORDER TIME : 12:18 PM

ORDER NO. : 103418

CUSTOMER NO: 4352702

200001959922

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: SENIORNET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 SEP 30 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
9.30.96

**ARTICLES OF INCORPORATION
OF
SENIORNET, INC.
(A Corporation Not for Profit)**

FILED
95 SEP 30 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

SeniorNet, Inc.

The principal address and the mailing address of the corporation shall be:

2285 First Street
Ft. Myers, Florida 33901

**II.
PURPOSES**

The purpose for which the corporation is formed is to conduct a not-for-profit business of providing services for people. The activities shall focus on, but not be limited to:

1. Providing programs to aid older persons;
2. Providing information and referral to older persons and to others concerning older persons;
3. Providing training for service providers;
4. Providing interim service contracts to Area Agencies on Aging, the Florida Department of Health and Rehabilitative Services, other units of state and local governments, and other granting agencies;
5. Planning, developing, implementing and/or evaluating public and private aging programs and services in Florida;
6. Advocating on behalf of older persons;

7. Soliciting, accepting, holding, and administering any public or private grants, contracts, devises, or bequests of money, securities, or property awarded for services to older persons, or purposes related thereto;

8. Conducting fund raising events to generate funds to support the cost of service delivery and administration of such services;

9. Providing direct services to older persons or subcontracting for the delivery of such services;

10. Developing and presenting training materials and conducting seminars to assist workers in the field of aging; and

11. Conducting other programs, activities and services and services for, or on behalf of, older persons.

III. MEMBERSHIP

The members of the corporation shall be as determined in the bylaws of the corporation. The Board of Directors shall be the members of the corporation.

IV. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, consisting of not less than five (5) and not more than twenty-five (25) persons, as determined pursuant to provisions of the Bylaws. Qualification of the Directors will be determined pursuant to the provision of the Bylaws.

V. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

VI. BYLAWS

The first Board of Directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Board of Directors in the manner provided by such Bylaws.

VII.
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 2285 First Street, Ft. Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is Terry White.

VIII.
INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is as follows:

Terry White
2285 First Street
Ft. Myers, Florida 33901

IX.
COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

X.
DISTRIBUTION UPON DISSOLUTION

Upon the termination, dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational 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. Any such assets not so disposed of shall be disposed of by the Court 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 said Court shall determine which are organized and operated exclusively for such purposes.

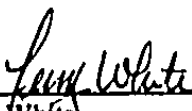
XI.
TERMS

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue Law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

XII.
AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of SEPTEMBER 1996.



Terry White

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of SenicrNet, Inc. to accept service of process upon said corporation in this state.



Terry White
Registered Agent

PDE-174349

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA