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TALLAHASSEE, FL 32301-2607

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LIST

ACCOUNT NO. : 072100000032

REFERENCE : 112482 11051

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 8, 1996

ORDER TIME : 10:05 AM

ORDER NO. : 112482

CUSTOMER NO: 11051A

CUSTOMER: David A. Riggs, Esq
HUNT COOK RIGGS MEHR & MILLER,
PA
Suite 401
2200 Corporate Boulevard N.w.
Boca Raton, FL 33431

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****122.50 ****122.50

DOMESTIC FILING

NAME: ALZHEIMER'S COMMUNITY CARE
ASSOCIATION OF PALM BEACH
AND MARTIN COUNTIES, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
56 OCT -8 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 OCT -8 AM 11:05
DIVISION OF CORPORATION

W96-21265

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10/8/96

10-10-96
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626



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF
BEACH AND MARTIN COUNTIES, INC.
Ref. Number: W96000021265

RECEIVED
96 OCT -9 PM 12:17
DIVISION OF CORPORATION

RESUBMIT
Please give original
submission date as of date.

We have received your document for ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF PALM BEACH AND MARTIN COUNTIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of Incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00045863



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF PALM
BEACH AND MARTIN COUNTIES, INC.
Ref. Number: W96000021265

RESUBMIT
Please give original
submission date as file date.

We have received your document for ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF PALM BEACH AND MARTIN COUNTIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 696A00046058

RECEIVED
96 OCT 10 AM 9:04
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

FOR

ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF
PALM BEACH AND MARTIN COUNTIES, INC.
(A CORPORATION NOT FOR PROFIT)

FILED
OCT-8 PM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Not for Profit Corporation Act, (Florida Statutes Chapter 617) adopts the following Articles of Incorporation for ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF PALM BEACH AND MARTIN COUNTIES, INC.

1. The name of the corporation is ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF PALM BEACH AND MARTIN COUNTIES, INC.

2. The corporation's duration shall be perpetual.

3. The objectives and purposes of this corporation are to operate and constitute itself as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and, in particular, to provide assistance to the citizens of Palm Beach County, Florida, and Martin County, Florida, who suffer from Alzheimer's disease or related disorders, their caregivers and families, and to the public by:

- a. **Provision of patient, family and caregiver services.** To provide guidance and support for the afflicted and their families.
- b. **Development of affordable long-term care.** To provide affordable day care and overnight respite care.
- c. **Provision of education and training.** To educate the public, help family support groups and promote research.
- d. **Public awareness and support.** To publicize the

medical, social, psychological and financial needs of the affected and to strive for public education to ameliorate the problems associated with Alzheimer's disease and related disorders.

- e. **Addressing mutli-cultural issues.** To increase the representation of minorities on staff and in program participation.
- f. **Development of sound financial organization.** To build an organization capable of addressing funding revenues needs to meet the challenges of the Corporation's purposes.
- g. **Promotion of research.** To encourage and support research into the causes, improved diagnosis, cures for, and prevention of Alzheimer's disease and related disorders.

4. The qualifications for members and the manner of their admission shall be as provided by the By-Laws of the corporation.

5. The corporation shall have no authority to issue stock and shall not issue any stock.

6. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431.

7. The name of the corporation's initial registered agent at this address is HCRM Corp., a Florida corporation.

8. The number of directors constituting the initial board of directors is six (6) and their names and addresses are:

<u>Name</u>	<u>Address</u>
Jack Bahen	9020 Villa portofino Circle Boca Raton, Florida 33496
Fred Kroll	11289 Piping Rock Drive Boynton Beach, Florida 33437
James Fragakis Gregory	P.O. Box 2326 West Palm Beach, Florida 33402
Joseph Tammany	899 S.E. 2nd Avenue Deerfield Beach, Florida 33441

Carmen Miller

2630 Spice Berry Lane
Boynton Beach, FL 33436

Gaston Jones

1100 S.W. Shoreline Drive
Sandhill Cove, Apt. 308
Palm City, FL 34990

9. The name and address of the incorporator is:

Name

Address

Mary M. Barnes

1861 Wood Fern Drive
Boynton Beach, Florida 33436

10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in Article 3 hereof. 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.

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 1986, as amended from time to time (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 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment 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, educational, 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 1986, as amended from time to time (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 the Circuit Court of 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.

12. The date of commencement of the corporate existence of the corporation pursuant to section 617.0203 of the Florida Statutes shall be upon the date of filing of these Articles of Incorporation with the Department of State.

13. The manner in which the directors shall be elected or appointed is as stated in the bylaws.

14. The principal office address of the corporation shall be 707 Chillingworth Drive, Suite 12, West Palm Beach, Florida 33409, and the mailing address shall be the same.

Executed and subscribed at Boca Raton, Florida on October 7,
1996.


Mary M. Barnes

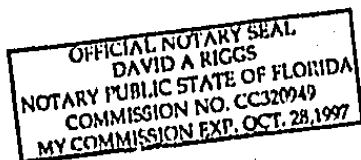
NOTARIAL CERTIFICATE

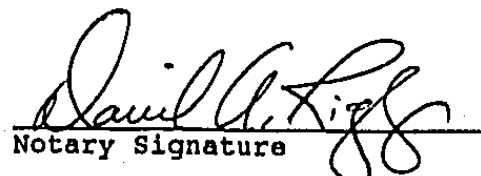
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF PALM BEACH AND MARTIN COUNTIES, INC. was sworn to and acknowledged before me this 7th day of October, 1996, by Mary M. Barnes.

SEAL




Notary Signature
DAVID A. RIGGS
Name-Type or Print
Notary Public
Serial Number: _____
My commission expires: _____

Personally Known _____ OR Produced Identification X
Type of Identification Produced Florida Driver's License

Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of ALZHEIMER'S COMMUNITY CARE ASSOCIATION OF PALM BEACH AND MARTIN COUNTIES, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

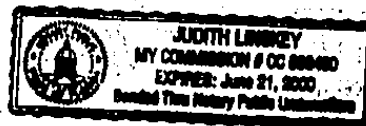
By:

David A. Riggs
DAVID A. RIGGS, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by DAVID A. RIGGS as Vice President of HCRM Corp. on this 7th day of October, 1996, on behalf of the Corporation.

Judith Lindsey
Notary Public
My commission expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -8 AM 10:26

FILED

\\cp\\accept.hc



N96000005197

Headquarters Office
800 Northpoint Parkway
Suite 101-B
West Palm Beach, FL 33407
(561) 683-2700
Fax: (561) 683-7600

Delray Beach Office
850 N. Congress Avenue
Delray Beach, FL 33445
(561) 278-6649
Fax: (561) 278-2421

Pahokee Day Center
360 East 1st Street
Pahokee, FL 33476
(561) 924-7283
Fax: (561) 924-6295

**BOARD OF
DIRECTORS**

President
Jack Bahen

Vice President
Joseph Tammany

Treasurer
James Fragakis Gregory

Secretary
Fred Kroll

Gaston Jones
John B. McCracken
Carmen Miller
Ruth Rosenberg
Michael M. Tuchman M.D.

Founding Board Member
Donald K. Baxter (Deceased)

Executive Director
Mary M. Barnes

September 23, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please be advised that the Alzheimer's Community Care Association of Palm Beach and Martin County has moved our records indicate that you have our old address. Our new address is :

800 Northpoint Parkway, Suite 101-B
West Palm Beach, FL 33407

Our assigned document number is : N96000005197.

Please update your records effective July 26th 1997. Thank you for your prompt attention to this matter. If I can be of assistance to you please call me at (561) 683-2700.

Sincerely,

Natasha Deonath.
Natasha Deonath

1/6/97
9/25



United Way
of Palm Beach County

Alzheimer's Community Care Association of Palm Beach & Martin Counties, Inc.

We are supported by your tax deductible donation