

January 5, 1998

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

980000000106

**TO WHOM IT MAY CONCERN:**

Please find attached hereto two (2) copies of The Articles of Incorporation for ALZHEIMER'S RESEARCH AND MANAGEMENT, INC.. Please file these documents and return to the above office a Certificate of Status for the corporation.

Enclosed you will find a check for \$78.75. That includes the following fees: filing of Articles - \$70.00; Certificate of Status for the corporation - \$8.75.

Please note the following: **ARTICLE V, REGISTERED OFFICE AND REGISTERED AGENT.**

Return Address: **ALZHEIMER'S RESEARCH AND MANAGEMENT, INC.**  
491 Willow Lane  
Palm Harbor, FL 34683  
(813) 781 7773

Thank you for your assistance.

In Christ's Love,



**W. James Smith**  
**President**

**Enclosures**

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-01/07/98--01015--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
98 JAN -7 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAMES SMITH GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Directors (3)  
DATE 1-9-98  
DOC. EXAM 916

916-9-98

FILED  
98 JAN - 7 AM 11: 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ALZHEIMER'S RESEARCH AND MANAGEMENT, INC.**

**We the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit under the following proposed Charter:**

**ARTICLE I - NAME**

**The name of this corporation shall be Alzheimer's Research and Management, Inc., and is to be located 33920 US 19 North, Suite 210, Palm Harbor, FL 34684.**

**ARTICLE II - PURPOSES**

**The general nature and purpose of the business to be conducted by this corporation is to further the scientific, educational, civic and charitable purposes within the meaning of Section 501 (c) (3) and Section 107 (c) (2) of the Internal Revenue Code of 1954, in this connection to solicit, collect, and otherwise raise money for charitable purposes; to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes, either directly or by contributions to other agencies, organizations, or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable organizations in the State of Florida and the Pinellas County community, by cooperating with and assisting such organizations, and by receiving by gift, will, or otherwise, money or other proper means and by distributing it as may be deemed best for the promotion of charity in such communities. Further purposes of this corporation shall be:**

- 1. To develop educational programs that are designed to inform and assist persons and families with Alzheimer's Disease and other related dementias.**

**2. To develop research projects and publish articles that further the issue of care for persons with Alzheimer's Disease and other related dementias.**

**3. To provide support groups and study groups centered around the problems associated with Alzheimer's Disease and other related dementias.**

**4. To purchase lease, hold, sell, develop, erect, build, mortgage, deed, and trust, convey, or otherwise acquire and dispose of real and personal property and to maintain and operate the same for the use and enjoyment of mature older Americans and younger Americans. Corporation will be subject to such rules, regulations and restrictions as set forth in the Bylaws of this corporation and as are determined by the action of the Board of Directors at its regular meetings.**

**5. To provide housing and adult day care and other care alternatives for persons experiencing the symptoms associated with Alzheimer's Disease and other related dementias.**

**This corporation shall do all and everything necessary, suitable, and proper for the accomplishments of any of the purposes or attainment of any of the objects heretofore set out or mentioned, either alone or in association with other individuals, corporations, or partnerships, including but not limited to the County, State, Federal and municipal bodies and authorities, and in general, to do and perform such things and acts and transact such business in connection with the foregoing objects not inconsistent with the general laws of the land.**

### **ARTICLE III - MEMBERSHIP**

**This corporation shall consist of not less than one (1) and not more than twenty-five (25) members who shall be known and the Directors and shall serve for term of three years each. If there is to be more than one director, at the first election hereunder, one-half (1/2) of the Directors shall be elected for terms of one year: one-half (1/2) for terms of two years each. Said Directors shall be elected by the subscribers of this corporation and shall be subject to confirmation as set forth in the By-Laws of this corporation.**

#### **ARTICLE IV - TERMS**

**This corporation shall have perpetual existence.**

#### **ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT**

**The registered office of the Corporation shall be 491 Willow Lane, Palm Harbor, FL 34683. The registered agent for the Corporation at that address shall be W. James Smith.**

#### **ARTICLE VI - SUBSCRIBERS**

**The names of and residences of the subscribers are as follows:**

**W. James Smith  
419 Willow Lane  
Palm Harbor, FL 34683**

#### **ARTICLE VII - OFFICERS**

**Subject to the oversight of the Board of Directors, the affairs of the corporation shall be managed by the following officers who are to be elected by the Board of Directors:**

**President, Treasurer**

**After the date of incorporation a Secretary and Vice President shall be appointed to Board of Directors by the initial incorporator. Each officer will be elected for a term of one year at the annual meeting of the Board of Directors and their election shall be confirmed as provided in the By-Laws of this corporation.**

#### **ARTICLE VIII - FIRST BOARD OF DIRECTORS**

**The number of persons constituting the first Board of Directors shall be W. James Smith: 491 Willow Lane, Palm Harbor, FL 34683.**

Sharon E. Smith @ 491 Willow Lane, Palm Harbor, FL 34683.  
Susan Wolpert @ P.O. Box 217, Palm Harbor, FL 34682

## **ARTICLE IX - BY-LAWS**

**The By-laws of the corporation are to be made, altered or rescinded by the Board of Directors.**

## **ARTICLE X - AMENDMENTS**

**Amendments to these Articles of Incorporation may be made by the Board of Directors at any regular meeting a two-thirds vote of the members present, providing at least five days notice shall have been given to all members, setting forth the amendment to be approved.**

## **ARTICLE XI - REMISSION OF ASSETS**

**No person, firm or corporation shall ever receive any dividends or profit from the undertaking of this corporation. In the event of the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 107 (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, and none of the assets will be distributed to any member, officer, or director of this corporation.**

## **ARTICLE XII - NON-PROFIT STATUS**

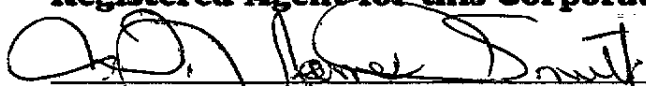
**No part of the net earnings of this corporation shall inure to the benefit of any individual or member of this corporation. The board shall ascertain that the requirements for obtaining Federal, State, and local tax exemption status are met both in terms of constituting documents and the management operation of the corporation.**

**Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of the corresponding provision of any future United States Internal Revenue law nor activities not permitted to be carried out by a corporation, contributions**

to which deductible under Section 170 (c) (2) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue Law.

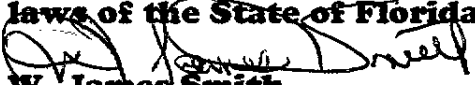
**ARTICLE XV  
REGISTERED AGENT ACCEPTANCE**

Pursuant to Article , herein above, I accept the appointment as Registered Agent for this Corporation.



**W. James Smith, Registered Agent  
491 Willow Lane  
Palm Harbor, FL 34683**

IN WITNESS WHEREOF, I have hereunto set my hand and acknowledge and file in foregoing Articles of Incorporation under the laws of the State of Florida on this fifth day of January, 1998.




**W. James Smith  
President**

**Date:**

I HEREBY CERTIFY that on this 5 day of Jan , 1998, before me, a notary public authorized to take acknowledgements in the State of Florida, County of Pinellas aforesaid W. James Smith a person to me well known and known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed said instrument.

WITNESS my hand and official seal in the County of Pinellas, State of Florida this 5 day of Jan , 1998.



**NOTARY PUBLIC**



BARBARA A. RODAK  
MY COMMISSION # CC439558 EXPIRES  
April 12, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

**My Commission Expires:** \_\_\_\_\_

**FILED**  
98 JAN - 7 AM 11: 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA