

FILING OF DOCUMENTS

June 3, 1998

Re: Care-Law Links, Inc.

Our File # 2574

Enclosed please find the following two documents for filing with the Secretary of State:

1. Articles of Dissolution for existing corporation;
2. ~~Affidavit permitting immediate assumption of corporate name;~~ and
2. Articles of Incorporation for the new corporation.

300002555353--5  
-06/11/98--01001--009  
\*\*\*\*157.50 \*\*\*\*122.50

Our check for \$157.50 is enclosed for the following fees:

1. \$35 for filing the dissolution;
2. \$35 for filing the articles of incorporation;
3. \$35 for registered agent designation;
4. \$52.50 for a certified copy of the filed articles of incorporation.

If you have any questions, please contact me. Thank you.

Sandra Parri

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

Law Offices  
RAYMOND L. PARRI, P.A.  
1217 Ponce de Leon Blvd.  
Clearwater, FL 33756  
(813) 586-4224 or 849-1958

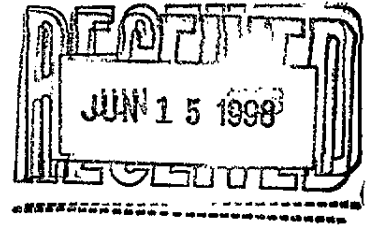
FILED  
98 JUN 22 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PMC  
6/11/98

~~1098 134210~~  
122.50  
~~789, 2295, 2550~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State



June 11, 1998

RAYMOND L. PARRI, P.A.  
1217 PONCE DE LEÓN BLVD  
CLEARWATER, FL 33756

SUBJECT: CARE-LAW LINKS, INC.  
Ref. Number: W98000013426

We have received your document for CARE-LAW LINKS, 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 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 498A00032727

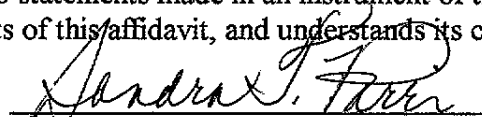
AFFIDAVIT OF SECRETARY/TREASURER  
OF CARE.LAW LINKS, INC.  
PERMITTING IMMEDIATE ASSUMPTION  
OR USE OF NAME BY ANOTHER CORPORATION

State of Florida  
County of Pinellas

SANDRA T. PARRI, being duly sworn deposes and says that:

1. Affiant is the Secretary/Treasurer of Care.Law Links, Inc., a Florida corporation (Corporation) whose Articles of Incorporation were filed on September 18, 1997.
2. A majority of the Directors of the Corporation have elected to dissolve the Corporation.
3. The Affiant under F.S. §607.1405 permits the immediate assumption or use of the name, Care.Law Links, Inc., by another corporation which she intends to form.

Affiant further states that she is familiar with the nature of an oath and with the penalties as provided by the laws of the State aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that she has read the full facts of this affidavit, and understands its context.

  
SANDRA T. PARRI, Affiant

Sworn to and subscribed before me this 2<sup>nd</sup> day of June, 1998, by SANDRA T. PARRI (Affiant), who personally appeared before me and [ X ] is known to me or [   ] who has produced \_\_\_\_\_ as identification.

Sign 

Print Jill M Yates

Notary Public, State of Florida

My Commission Number is: \_\_\_\_\_

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

Notary Seal



Jill M Yates  
My Commission CG622410  
Expires February 17, 2001

ARTICLES OF INCORPORATION  
OF  
CARE-LAW LINKS, INC.

**FILED**  
98 JUN 22 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE 1 — NAME AND DURATION**

1.1 The name of the Corporation is:

CARE-LAW LINKS, INC.

1.2 The duration of the Corporation shall be perpetual.

**ARTICLE 2 — PRINCIPAL PLACE OF BUSINESS AND MAILING**

Address of this Corporation is:

66 Jasper Street E.  
Largo, FL 33770

**ARTICLE 3 — PURPOSES**

3.1 The Corporation is organized exclusively for charitable, educational, and scientific purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. (The Internal Revenue Code is hereinafter referred to as "Code").

3.2 Other specific purposes are:

- A. to provide educational and informational seminars to consumers and professionals in order to enhance the quality of life and peace of mind of the elderly, disabled, their caregivers and their families;
- B. to provide the ability of the elderly and disabled persons to live independently;
- C. to provide information about health and long-term care insurance, including home care, assisted living facilities and nursing homes;

- D. to act as guardian of the person and/or property pursuant to applicable state law;
- E. to act as guardian advocate and guardian ad litem pursuant to applicable state law;
- F. to act as a surrogate health care decision maker, as an attorney in fact under a durable power of attorney pursuant to applicable state law; and to engage in the administration of trusts;
- G. to assist in the determination of appropriate housing needs and obtaining housing or placement in a facility appropriate for the individual's needs;
- H. to assist in pre-need guardianship planning, and to act as a guardian under a voluntary guardianship and initiate involuntary guardianship proceedings when no other alternative exists;
- I. to provide assistance in such other areas of the individual's life in which he or she requires such assistance by virtue of any physical or mental limitations which he or she may have, such as (but not limited to) completion of insurance forms, record keeping or financial affairs, organizing and writing checks and advocacy of the individual's position in any disputes;
- J. to insure that all persons, including low income or otherwise financially needy individuals, receive any services they require as described in this Section 3.2;
- K. to address the legal, medical and financial concerns of the elderly, disabled, their caregivers and their families;
- L. to advocate for patients with regard to health care providers and other persons, and to assist consumers to obtain government benefits;
- M. to act as consultant to other persons, state agencies or other organizations;
- N. to engage and/or obtain appropriate individuals, professionals, entities or government agencies to represent and assist individuals as may be necessary;
- O. to solicit and collect contributions; accept contributions by gift, will or otherwise in money or other property and to hold such funds and property for such periods of time as may be necessary to carry out the purposes of the Corporation;
- P. to solicit, collect and otherwise raise money and to expend, disperse and dispose of same all for the purpose of accomplishing the aforementioned purposes; and
- Q. to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

#### **ARTICLE 4 — INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the Corporation is 1217 Ponce deLeon Blvd., Clearwater, FL 33756 and the name of the initial registered agent is Raymond L. Parri, P.A.

#### **ARTICLE 5 — NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is:

Sandra T. Parri  
1217 Ponce De Leon Blvd.  
Clearwater FL 33756

#### **ARTICLE 6 — DIRECTORS AND MANNER OF ELECTION**

4.1 The activities and affairs of the Corporation shall be managed by a Board of Directors who shall be elected by the initial Board of Directors. The number of Directors shall be fixed by the Bylaws of the Corporation. All vacancies on the Board Directors shall be filled by an additional vote of a majority of the remaining Directors.

4.2 The names and addresses of the initial directors are:

Patricia K. Sovonick  
66 Jasper Street E.  
Largo, FL 33770

Sandra T. Parri  
1217 Ponce de Leon Blvd.  
Clearwater, FL 33756

Daniel C. Parri  
10327 Bay Hills Drive  
Largo, FL 33774

4.3 The Board of Directors may deal with and expend the income and principal of the Corporation in such manner as in the judgment of the Board of Directors will best promote its purposes.

4.4 The Bylaws may confer powers upon the Board of Directors in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

#### **ARTICLE 7 — OFFICERS**

The names and addresses of the officers of the Corporation, who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

President:	Patricia K. Sovonick
	66 Jasper Street E.
	Largo, FL 33770

Secretary and Treasurer: Sandra T. Parri  
1217 Ponce de Leon Blvd.  
Clearwater, FL 33756

## ARTICLE 8 — LIMITATIONS OF CORPORATE POWERS

The following limitations of the corporate powers shall apply:

- A. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered; reimburse reasonable and necessary expenses incurred by the directors, officers, or other private persons; provide employee fringe benefits, and make payments and distributions in furtherance of the purposes hereinabove set forth.
- C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.
- D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in or exercise any powers that are not in furtherance of the purposes of the Corporation.
- E. The Corporation shall not operate for the purposes of carrying on a trade or business for profit, provided, however, it may conduct one or more business operations for the purposes of carrying out the general and specific purposes of the Corporation.
- F. The Corporation may conduct operations throughout the United States of America and in other foreign countries subject, however, to the laws of the State of Florida and the purpose of carrying out the general and specific purposes of the Corporation.

## ARTICLE 9 — GENERAL POWERS

The general powers the Corporation shall have are as follows:

- A. To hold funds solely and exclusively for the benefit of the Corporation and for the purposes set forth in these Articles of Incorporation;
- B. To promulgate and enforce rules, regulations, bylaws, and agreements to effectuate the purposes for which the Corporation is organized;
- C. To delegate power or powers where such is deemed in the interest of the Corporation;
- D. To purchase, lease, hold, sell, convey, gift, donate, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation unless restricted herein and not prohibited by the laws of the State of Florida;
- E. To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Corporation for monies borrowed or in payment for property acquired or for any other purposes of the Corporation and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated;
- F. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation shall require to carry out its purposes;
- G. To operate such business ventures as authorized in these Articles of Incorporation;
- H. To organize and establish auxiliary and subsidiary organizations to support and carry out the purposes of the Corporation;
- I. To sponsor and encourage educational, charitable, and economic activities;
- J. To compromise, contest, prosecute, defend or abandon claims in favor of or against the Corporation;
- K. In general to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with these Articles of Incorporation.



## ARTICLE 10 — CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, corporation or partnership shall be effected or invalidated by the fact that any Director or Officer of the Corporation is pecuniarily or otherwise interested therein. Any such person may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested or was not a shareholder, director or officer of such firm, association, corporation, or partnership.

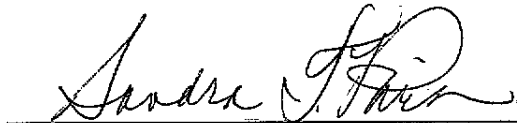
## ARTICLE 11 — DISSOLUTION OF THE CORPORATION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation. In the event of dissolution, the residual assets of the Corporation, after payment of all costs and expenses of such dissolution, 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 Code or to the federal, state, and local government for an exclusive public purpose.

## ARTICLE 12 — AMENDMENTS

Amendments to the Articles of Incorporation may be adopted by the Board of Directors at any meeting thereof at which a quorum is present. A copy of the proposed amendment with a certificate thereon that it has been approved by the Directors, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of Florida in the manner required for Articles of Amendment for a corporation not-for-profit. Subject to the foregoing terms and conditions, the Corporation reserves the right to alter, amend, change or repeal any provision contained herein and in any Amendment to the Articles of Incorporation.

The undersigned Incorporator has executed these Articles of Incorporation this 3rd day of June, 1998.



Signature of Incorporator

Sandra T. Parri

Typed name of Incorporator signing

**FILED**

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

98 JUN 22 AM 11:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 of 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

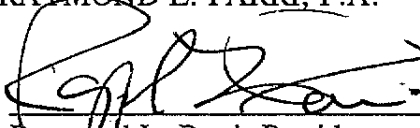
1. The name of the Corporation is:  
CARE-LAW LINKS, INC.

2. The name and address of the registered agent and office is:  
Raymond L. Parri, P.A.  
1217 Ponce De Leon Blvd.  
Clearwater FL 33756

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

RAYMOND L. PARRI, P.A.

Signature by

  
Raymond L. Parri, President

Date: June 3, 1998