

LAW OFFICES OF

WIESNER ASSOCIATES

CHARTERED

IRA STEWART WIESNER
KELLY A. YEOMANS

1800 SECOND STREET
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SARASOTA, FLORIDA 34236

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REPLY TO FILE:

#5081.500

June 25, 1998

Florida Department of State
Division of Corporations
P. O. Box 5588
Tallahassee, FL 32314

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***122.50 ***122.50

Re: Commission on Law and Aging, Inc.

Dear Sir or Madam:


Enclosed please find two original Articles of Incorporation for filing, along with a check for \$122.50 for filing fees.

Please return a certified copy of the Articles and proof of filing to this office at your earliest convenience. Any questions you may have should be directed to the undersigned.

Thank you for your cooperation and assistance.

Very truly yours,

WIESNER ASSOCIATES CHARTERED

By: 
Ira S. Wiesner
For the Firm

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98 JUL -1 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
COMMISSION ON LAW AND AGING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE 1

NAME: The name of this Corporation is COMMISSION ON LAW AND AGING, INC.

ARTICLE 2

ADDRESS OF PRINCIPAL OFFICE: The Corporation's business and mailing address shall be: 1800 Second Street, Suite 870, Sarasota, FL 34236.

ARTICLE 3

CORPORATE PURPOSES: This corporation is a not for profit corporation, organized solely for charitable and educational purposes pursuant to the Florida Corporations Not for Profit Act set forth in chapter 617, Florida Statutes. The purpose for which the corporation is organized is to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for education on issues that affect the aging population in Florida. Specifically, the purposes of this corporation will be to study existing legal systems as they impact aging individuals, particularly with regard to issues of autonomy, independence, dignity and security; to educate the public on such matters; and to educate lawmakers, the public and the Bar on innovative approaches to meet the needs of an aging population.

Notwithstanding anything in these Articles to the contrary, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties or assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which entity shall, at that time, qualify as a tax-exempt organization under

Internal Revenue Code Section 501(c)(3), or as that statute may be amended.

ARTICLE 4

BOARD OF DIRECTORS: The manner in which the directors are elected or appointed shall be set forth in the by-laws. The names and business addresses of the initial directors shall be:

1. Ira Stewart Wiesner, 1800 Second Street, Suite 870, Sarasota, Florida 34236
2. Kelly Yeomans, 1800 Second Street, Suite 870, Sarasota, Florida 34236
3. Donna Wiesner, 1800 Second Street, Suite 870, Sarasota, Florida 34236

The initial directors shall continue as directors until resignation, removal, or term expiration, as provided in the by-laws. Methods for election or appointment of new directors shall be provided in the by-laws. Pursuant to Florida Statute §617.0803, the number of directors of this corporation shall be three (3) or more.

ARTICLE 5

OFFICERS: Officers of this Corporations shall be elected and shall serve as provided in the by-laws.

ARTICLE 6

LIMITATION ON CORPORATE POWERS: In addition to those limitations set forth in Article 3 herein and limitations on corporate powers pursuant to Florida law,

1. the corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code, and
2. the corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and
3. the corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and
4. the corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code, and
5. the corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 7

DIRECTORS CONSTITUTE SOLE MEMBERS: The sole class of members of this Corporation shall be its directors. The members of this Corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE 8

INITIAL REGISTERED AGENT AND STREET ADDRESS: The initial street address of the registered office of this Corporation in the State of Florida is: 1800 Second Street, Suite 870, Sarasota, FL 34236. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at aforesaid address shall be Ira Stewart Wiesner, Esquire. The registered agent's acceptance of his position appears at the end of these Articles of Incorporation.

ARTICLE 9

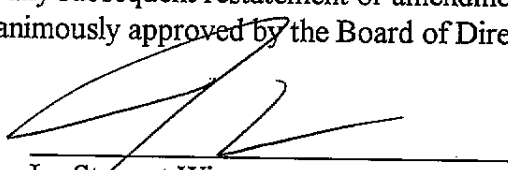
INCORPORATOR: The name and street address of the Incorporator of these Articles of Incorporation is as follows:

Ira Stewart Wiesner
1800 Second Street, Suite 870
Sarasota, Florida 34236

ARTICLE 10

DURATION OF CORPORATION: The duration of this Corporation shall be perpetual. This Corporation's existence shall begin upon the filing of these original Articles of Incorporation with the State of Florida.

These Articles of Incorporation, and any subsequent restatement or amendment hereof, may be amended by Resolution adopted and unanimously approved by the Board of Directors.



Ira Stewart Wiesner
"Incorporator"

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25th day of JUNE, 1998,
by Ira Stewart Wiesner, who is personally known to me or has produced _____ as identification.

Christine M. McGrath

Name:

Notary Public, State of Florida

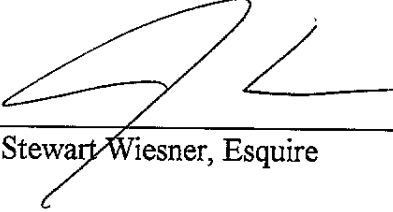
Commission Expires:

Commission No.:



ACCEPTANCE OF REGISTERED AGENT

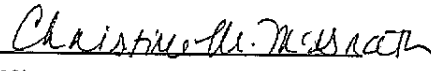
Having been named Registered Agent to accept service of process for the above-stated Corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


Ira Stewart Wiesner, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25th day of June, 1998, by Ira Stewart Wiesner, Esquire, who is personally known to me or has produced _____ as identification.


Name:
Notary Public, State of Florida
Commission Expires:
Commission No.:

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