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October 7, 1998

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
SOFTWARE FOR SENIORS, INC.

Dear Sir:

Please file the enclosed original Articles of Incorporation for the above-referenced corporation. Our check in the amount of \$127.50 is enclosed to cover your fee for the following:

\$75.00 - Filing Fee
\$52.50 - Certified Copy

Please forward a certified copy of the filed Articles to my office.

Should you have any questions, please do not hesitate to contact my office. Thank you.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.


EDWIN B. JAGGER, ESQUIRE

EBJ/ch

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

SOFTWARE FOR SENIORS, INC.

A Florida Not-For-Profit Corporation

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**ARTICLE I
CORPORATE NAME**

The name of the corporation is SOFTWARE FOR SENIORS, INC.

**ARTICLE II
CORPORATE ADDRESS**

The initial mailing address of the corporation is:

11722 Ridgeview Lane
Seminole, FL 33772-2213

**ARTICLE III
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general, religious, charitable or educational purposes pursuant to the Florida Not For Profit Corporation Act set forth in Section 617 of the Florida Statutes.

**ARTICLE IV
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which the corporation is formed are:

A. For all the purposes for which a corporation may be chartered under the laws relating to corporations not-for-profit as set forth in Chapter 617, Florida Statutes, as currently in force and as amended from time to time. No assets, or income, of the corporation shall be distributable to, or inure to the benefit of the directors or officers.

B. To provide computer and software educational services, and related products, to members of the community who are denied access to free education through the public schools, with a

particular emphasis on senior citizens, provided that they are in compliance with paragraph V C. hereafter.

C. To operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of three (3) persons. Initially, the number of directors of the corporation shall be three (3), provided however, that such number may be changed in accordance with the Bylaws of the Corporation.

The Directors named herein as the first Directors shall hold office until his or her successors are elected or appointed and qualified. The manner in which the directors are elected or appointed shall be set forth in the Bylaws.

The names and addresses of such initial Directors are as follows:

ELLEN M. STARBUCK, 11722 Ridgeview Lane, Seminole, FL 33772-2213
WILLIAM J. RAE, 8805 79th Place North, Seminole, FL 33777
DEBRA L. PALMER, 13936 Lake Point Drive, Clearwater, FL 33762

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by a majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of the corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Secretary and Treasurer, and such other officers as the Bylaws of the corporation may authorize the directors to elect from time to time.

**ARTICLE VII
MEMBERSHIP**

The corporation shall have no members.

**ARTICLE VIII
STOCK**

The corporation shall not be authorized to issue any stock.

**ARTICLE VIX
EARNINGS AND ACTIVITIES OF CORPORATION**

A. 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 and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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.

C. 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 (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 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

**ARTICLE X
DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 (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 a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XI INCORPORATOR

The name and address of the Sole Incorporator of the corporation is:

ELLEN M. STARBUCK
11722 Ridgeview Lane
Seminole, FL 33772-2213

ARTICLE XII REGISTERED AGENT AND OFFICE

The corporation's registered agent and office are:

ELLEN M. STARBUCK
11722 Ridgeview Lane
Seminole, FL 33772-2213

ARTICLE XIII AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of the corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a resolution of the Board of Directors.

ARTICLE XIV DEDICATION OF ASSETS

The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

ARTICLE XV INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XVI
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board or committee.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVII
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator of the corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 30th day of September, 1998.

Ellen M. Starbuck
ELLEN M. STARBUCK, Incorporator

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

Ellen M. Starbuck 9/30/98
ELLEN M. STARBUCK, Registered Agent

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