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## Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

ALZHEIMERS COMPANION, INC.

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Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALZHEIMERS COMPANION, INC.

a corporation not for profit

ARTICLE I

The name of this corporation is ALZHEIMERS COMPANION, INC., a corporation not for profit.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 2431 N. Cypress Road, Pompano Beach, Florida 33064.

ARTICLE III - PURPOSE

The purpose of the corporation is to target the needy and provide services to the elderly who suffer from alzheimers, to visit their homes to determine their needs and provide services such as companionship, housecleaning, meal preparation, food shopping, doctor and hospital visits, and various needs in their lives that they are unable to perform independently. In addition, network on their behalf to locate and arrange for any and all other outreach programs which offer benefit to their specific needs.

ARTICLE IV - QUALIFICATIONS OF MEMBERS

The qualifications for membership will be determined by the By-Laws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2431 N. Cypress Road, Pompano Beach, Florida 33064 and the name of the initial registered agent of this corporation at that address is Constance Shambach.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Constance Shambach, 2431 N. Cypress Road, Pompano Beach, Florida 33064.

Prepared By:  
Peter A. Rose, Esq.  
2101 N. Andrews Ave., #200  
Ft. Lauderdale, FL 33311  
(954) 561-5000  
Florida Bar #169330

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#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but in no event shall be less than three (3). The names and addresses of the initial Board of Directors of this corporation are:

Constance Shambach  
2431 N. Cypress Road  
Pompano Beach, FL 33064

Shannon Adams  
2431 N. Cypress Road  
Pompano Beach, FL 33064

Alexis Schwartz  
2431 N. Cypress Road  
Pompano Beach, FL 33064

#### ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS

The Board of Directors shall be elected by the membership at each annual meeting of the members.

#### ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

#### ARTICLE X - REVENUE

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 III hereof. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions 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 1954 (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 (or the corresponding provision of any future United States Revenue

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Law).

#### ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the operation 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date signing.

Dated: March 19, 1999

Alzheimers Companion, Inc.  
By: Constance Shambach, President

  
Incorporator

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

First that Alzheimers Companion, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Constance Shambach, located at 2431 N. Cypress Road, Pompano Beach, Florida 33064 as the agent to accept service of process within Florida.

Dated: March 19, 1999

  
Constance Shambach, President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 19, 1999

ALZHEIMERS COMPANION, INC.

By:   
Constance Shambach, President

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