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JEFFERSON G. RAY III P. A.

ATTORNEY AT LAW

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REGISTERED GENERAL PRACTICE

FAX (352) 735-3109

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

300002928943--3

-07/12/99-01112-011

*****87.50 *****87.50

July 9, 1999

Re: Alzheimer's Helpers, Inc. (non-profit)

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Alzheimer's Helpers, Inc. and a check in the amount of \$87.50 for the filing fee, certified copy and certificate of status for the above corporation.

Please forward the certified copy and certificate of status directly to this office.

Should there be any questions in this regard, please advise.

Very truly yours,



JEFFERSON G. RAY, III

JGR:III:wr

Enclosures

ARTICLES OF INCORPORATION
OF
ALZHEIMER'S HELPERS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a non-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **ALZHEIMER'S HELPERS, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to engage in any activity of business permitted under the laws of the United States and this State and pursuant to Florida Statute 617, as amended, exclusively in such manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, under any subsequent federal tax laws, covering tax exempt organizations under the Internal Revenue Code and in particular to assist, to the best of its ability, any nursing home resident who has a financial need which is not covered by insurance, medicaid, or similar programs in the Lake County area, regardless of faith, nationality or race. Such assistance will be given with the approval of the nursing home or long term facility, and will include, but not be limited to, assisting in dental and eye care, clothing, treats, or parties, and similar purchases or

activities as may be approved by the participating facility.

ARTICLE III - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - MEMBERSHIP

The membership of this corporation is open to any persons desiring to become a member and who shall pay the prescribed dues as set from time to time by the Board of Directors and shall have been approved and recommended by the membership committee of the Board of Directors.

ARTICLE V - SUBSCRIBERS

The names and addresses of the subscribers to this corporation are as follows:

William Fay
Residence and Mailing Address:
1543 Apache Circle, Tavares, FL, 32778

N. Juanita Zinke
Residence and Mailing Address:
30105 Tavares Ridge Boulevard, Tavares, FL, 32778

Anna Marie Harbison
Residence and Mailing Address:
1543 Apache Circle, Tavares, FL, 32778

ARTICLE VI - MANAGEMENT

The business affairs of this corporation shall be managed by a Board of Directors consisting of not less than three (3) and no more than fifteen (15) persons elected from the membership at large. Officers and Directors shall be elected by a majority vote at the annual meeting of said corporation provided that their term of office and provisions for removal of same may be established by the By-Laws of the corporation.

ARTICLE VII - FIRST OFFICERS AND DIRECTORS

The names and addresses of the beginning officers and Directors who are to serve until the first election are as follows:

President and Vice-President - William Fay
Residence and Mailing Address:
1543 Apache Circle, Tavares, FL, 32778

Secretary - N. Juanita Zinke
Residence and Mailing Address:
30105 Tavares Ridge Boulevard, Tavares, FL, 32778

Treasurer - Anna Marie Harbison
Residence and Mailing Address:
1543 Apache Circle, Tavares, FL, 32778

Director - Kimberly M. House
Residence and Mailing Address:
33944 Tarawood Drive
Leesburg, FL 34788

Director - Rita L. Larson
Residence and Mailing Address:
1084 S. Fork Circle
Melbourne, FL 32901

Director - Ruth M. Haungs
Residence and Mailing Address:
The Fountains, #D240
4461 Stack Boulevard
Melbourne, FL 32901

ARTICLE VIII - BYLAWS

The general membership of the corporation shall have the right to make, alter, amend or rescind the bylaws of this corporation by a majority vote and in the manner and method prescribed in and by said by-laws.

ARTICLE IX - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by the general membership and adopted by a two-thirds (2/3rds) majority vote at any meeting duly called for said

purpose or at any annual meeting.

ARTICLE X - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida shall be 1543 Apache Circle, Tavares, Florida, 32778. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE XI - EXECUTIVE COMMITTEE

Executive Committee either through appropriate provisions of the bylaws, or by resolution passed by a majority of the Board of Directors, the Board of Directors may designate three (3) or more of their number to constitute an Executive Committee which committee, to the extent provided in such bylaws or resolution, shall have and may exercise the powers of the Board of Directors in the management of the affairs and property of the corporation in the exercise of its corporate powers; and a majority of said Committee shall be sufficient to exercise said powers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8 day of July, 1999.

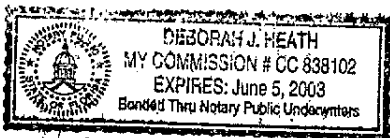
William Fay
WILLIAM FAY
N. Juanita Zinke
N. JUANITA ZINKE
Anna Marie Harbison
ANNA MARIE HARBISON

STATE OF FLORIDA
COUNTY OF Lake

8th The foregoing instrument was acknowledged before me this
day of July, 1999, by William Fay

(☒) who is personally known to me.

() who has produced _____ as
identification.



Deborah J. Heath
NOTARY PUBLIC

PRINT NAME: _____

SERIAL NO: _____

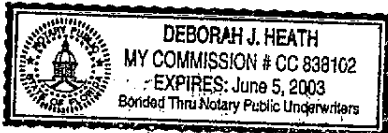
MY COMMISSION EXPIRES: _____

STATE OF FLORIDA
COUNTY OF Lake

8th The foregoing instrument was acknowledged before me this
day of July, 1999, by N. Juanita Zinke

(☒) who is personally known to me.

() who has produced _____ as
identification.



Deborah J. Heath
NOTARY PUBLIC

PRINT NAME: _____

SERIAL NO: _____

MY COMMISSION EXPIRES: _____

STATE OF FLORIDA
COUNTY OF Lake

8th The foregoing instrument was acknowledged before me this
day of July, 1999, by Anna Marie Harbison

(☒) who is personally known to me.

() who has produced _____ as
identification.



Deborah J. Heath
NOTARY PUBLIC

PRINT NAME: _____

SERIAL NO: _____

MY COMMISSION EXPIRES: _____

DESIGNATION OF RESIDENT AGENT

ALZHEIMER'S HELPERS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Tavares, County of Lake, State of Florida, has and does by these presents name WILLIAM FAY located at 1543 Apache Circle, Tavares, Florida, County of Lake, State of Florida, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

William Fay
WILLIAM FAY