

N990000004387
JOHNSON, GREEN, MILLER & GIBSON, P. A.
ATTORNEYS AT LAW

T. SOL JOHNSON
PAUL R. GREEN
JOHN L. MILLER
MICHAEL GIBSON

6850 CAROLINE STREET
POST OFFICE BOX 605
MILTON, FLORIDA 32572
(850) 623-3841
FAX (850) 623-3555

July 15, 1999

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

500002933035--9
-07/16/99-01043-002
*****87.50 *****87.50

RE: New Incorporation
Senior Adult Assistance, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the following documents for the above-referenced new Florida non-profit corporation: Articles of Incorporation and Certificate Designating Place of Business for Domicile for the Service of Process Within This State, and Naming Agent Upon Who Process May Be Served.

Please file these documents and return a certified copy to our office with your receipt. Also enclosed is a check in the amount of \$87.50 which represents your fee for this service.

Should you have any questions or comments, please call me at your earliest convenience.

Very truly yours,



Vickie S. Ochoa
Paralegal to
Michael Gibson, Esq.

MG/vo
Encl.

FILED
99 JUL 16 AM 7:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SENIOR ADULT ASSISTANCE, INC.
A Non-Profit Corporation

FILED
99 JUL 16 AM 7:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this non-profit corporation is Senior Adult Assistance, Inc.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PRINCIPAL OFFICE

The place in this State where the principal office of this corporation is to be located is in the City of Milton, County of Santa Rosa, State of Florida.

ARTICLE IV - PURPOSE

This corporation is organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - MEMBERSHIP

This non-profit corporation is authorized to issue certificates of membership pursuant to Section 617.0601(2), Florida Statutes (1997), or pursuant to any corresponding section of any future Florida Statute.

ARTICLE VI - PRINCIPAL ADDRESS, REGISTERED OFFICE AND AGENT

The principal address of this non-profit corporation is 500 Broad Street, Milton, Santa Rosa County, Florida 32570. The name and address of the registered agent of this corporation is Pasco Gibson, Sr., 5701 Nicklaus Lane, Milton, Santa Rosa County, Florida 32570.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be four (4), and the initial Board of Directors to serve until the first Annual Meeting of this non-profit corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pasco Gibson, Sr. PRESIDENT	5701 Nicklaus Lane Milton, FL 32570
Pasco Gibson, Jr. VICE-PRESIDENT	7008 Dorr Street Milton, FL 32570
Anthony J. Pileggi SECRETARY	5351 Hamilton Lane Pace, FL 32571
Michael Gibson TREASURER	3352 Mills Bayou Drive Milton, FL 32583

The manner of election of directors shall be as stated in the By-Laws.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Pasco Gibson, Sr., whose address is stated above.

ARTICLE IX - NET EARNINGS

No part of the net earnings of this corporation shall enure to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III above. 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, nor interfere in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X - DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed from one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the By-Laws must be approved by a majority of the membership.

ARTICLE XII - AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the membership subject to this reservation.

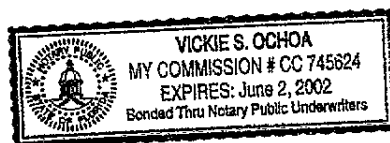
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this the 13th day of July, 1999.

Pasco Gibson Sr.
PASCO GIBSON, SR.

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 13th day of July, 1999, by PASCO GIBSON, SR., as Incorporator and an Initial Director of Senior Adult Assistance, Inc., a non-profit Florida corporation, on behalf of said corporation. He is personally known to me and did not take an oath.

Vickie S. Ochoa
Notary Public: Vickie S. Ochoa
My Commission Expires: June 2, 2002
Commission No.: CC 745624



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted: SENIOR ADULT ASSISTANCE, INC., desires to organize under the Laws of Florida with its principal office as indicated in the Articles of Incorporation at 500 Broad Street, Milton, Florida 32570. The name and address of the registered agent of this corporation to accept service of process within the State is Pasco Gibson, Sr., 5701 Nicklaus Lane, Milton, Santa Rosa County, Florida 32570.

DATED this 13th day of July, 1999.

SENIOR ADULT ASSISTANCE, INC.

Pasco Gibson Sr.
PASCO GIBSON, SR.

ACCEPTANCE

Having been named to accept Service of Process for the above stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Pasco Gibson Sr.
PASCO GIBSON, SR.

FILED
99 JUL 16 AM 7:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA