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Tax & Business Consulting, Inc.

Fred Nabutovsky, CPA
Post Office Box 3254
Stuart, Florida 34995
1-561-287-1688
Fax: 1-561-287-1730

September 7, 1999

RE: Articles of Incorporation
International Alzheimer's Foundation
Trust of Bonita Springs, Inc.

Corporate Records
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

400002982084--8
-09/09/99-01027--019
*****78.75 *****78.75

Dear Corporate Specialist:

Enclosed are two copies of the referenced Articles of Incorporation.

Enclosed is a check in the amount of \$78.75 as payment of the following fees:

• Filing fees	\$ 35.00
• Certificate of Status	8.75
• Registered Agent Designation	<u>35.00</u>
	<u>\$ 78.75</u>

Your prompt attention to this matter will be greatly appreciated.

Sincerely,

Tax & Business Consulting, Inc.


Fred Nabutovsky, CPA

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WC

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL ALZHEIMER'S FOUNDATION TRUST
OF BONITA SPRINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation shall be: **International Alzheimer's Foundation Trust of Bonita Springs, Inc.**

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is: 2277 SW Olympic Club Terrace, Palm City, Florida 34990.

**ARTICLE III
PURPOSES**

The specific purposes for which the corporation is organized are:

1. To fund, construct and participate in building assisted living facilities dedicated to people afflicted with Alzheimer's disease without regard of race, creed, religious preference, gender or national origin.
2. To aid in the research and development of finding a cure for Alzheimer's disease.

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

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

Directors will be elected by a majority vote of the current members of the board of directors.

**ARTICLE V
DURATION**

The duration of this Corporation is perpetual, unless dissolved according to law.

**ARTICLE VI
AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the members of the Board of Directors at a meeting called for that purpose.

**ARTICLE VII
BYLAWS**

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws, may be amended or repealed, in whole or in part, by the Directors in the manner provided therein. Any amendments to the bylaws shall be binding.

**ARTICLE VIII
QUORUM FOR BOARD OF DIRECTORS MEETINGS**

Unless otherwise provided for in the Corporation's bylaws, a majority of the Board of Directors, represented in person or by proxy, shall be required to constitute a quorum at a meeting of the Board of Directors.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is, and the name of its initial registered agent at that address is: James Cosentino, 2277 SW Olympic Club Terrace, Palm City, Florida 34990.

ARTICLE X BOARD OF DIRECTORS

A. The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least three members initially. The number of directors may be increased or decreased by the Board of Directors from time to time as provided in the bylaws of the Corporation. The Board of Directors shall always have at least three members. The name and address of the initial directors are:

1. James Cosentino
2277 SW Olympic Club Terrace
Palm City, Florida 34990
2. Elizabeth L. Brown
5202 Palmetto Drive
Ft. Pierce, Florida 34982
3. Daniel W. Disbury
6936 NW 1st Street
Margate, Florida 33063

B. Elective officers. The officers of this corporation shall be a president, vice-president, secretary, and treasurer. Other offices and officers may be established or appointed by the board of directors of this corporation at any regular meeting. The qualifications, the time and manner of electing or appointing the duties of, the terms of office, and the manner of removing officers shall be set forth in the bylaws. The officers shown are to serve until the first elected officers under the articles of incorporation are:

1. James Cosentino – President
2277 SW Olympic Club Terrace
Palm City, Florida 34990
2. Elizabeth L. Brown – Secretary
5202 Palmetto Drive
Ft. Pierce, Florida 34982
3. Daniel W. Disbury – Treasurer
6936 NW 1st Street
Margate, Florida 33063

ARTICLE XI INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Name

Street Address

James Cosentino

2277 SW Olympic Club Terrace
Palm City, Florida 34990

ARTICLE XII NET EARNINGS

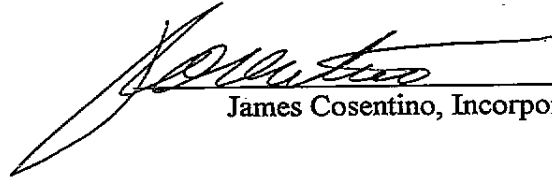
No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this documents, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

ARTICLE XIV
EMERGENCY BYLAWS

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency." An emergency exists if a quorum of the corporations's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the directors.


James Cosentino, Incorporator

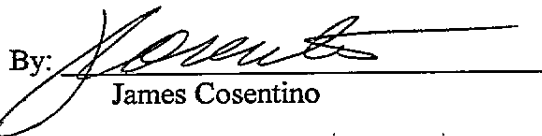
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That International Alzheimer's Foundation Trust of Bonita Springs, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 2277 SW Olympic Club Terrace, Palm City, Florida 34990, has named James Cosentino, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of §607.0505, Florida Statutes.

By: 
James Cosentino

FILED
99 SEP -9 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FL 32399