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REFERENCE : 386068 9643A

AUTHORIZATION :

*Patricia Pujut*

COST LIMIT : \$ 78.75

ORDER DATE : September 24, 1999

ORDER TIME : 11:28 AM

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ORDER NO. : 386068-005

CUSTOMER NO: 9643A

CUSTOMER: Helene C. Rosen, Esq  
SACHS, SAX & KLEIN, P.A.  
SACHS, SAX & KLEIN, P.A.  
P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: SENIORNET BOCA RATON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

*JS 9/24/99*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 24 PM 5:11

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99 SEP 24 PM 1:33  
STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**SeniorNet Boca Raton, Inc.**

The undersigned, acting as incorporator of SeniorNet Boca Raton, Inc., under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation shall be:

SeniorNet Boca Raton, Inc. (the "Corporation").

**ARTICLE II. COMMENCEMENT OF EXISTENCE AND TERM**

This Corporation's existence shall begin on the date hereof. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III. INCORPORATOR**

The name and street address of the incorporator is as follows:

Earl Hamburger  
St. Andrews Estates North  
6152 North Verde Trail  
Room C-200  
Boca Raton, Florida 33437

#### **ARTICLE IV. PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is St. Andrews Estates North, 6152 North Verde Trail, Room C-200, Boca Raton, Florida 33437.

#### **ARTICLE V. PURPOSE**

Corporation 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 the corresponding section of any future federal tax code.

#### **ARTICLE VI. DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 V hereof. 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 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 VII. BOARD OF DIRECTORS**

The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by in the Bylaws but shall never be less than three (3) nor more than seven (7). The Board of Directors shall be elected in the manner stated in the bylaws.

#### **ARTICLE VIII. MEMBERS**

The Corporation shall have no members.

#### **ARTICLE IX. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for 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 disposed of 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X. INDEMNIFICATION**

Every person who is or hereafter shall be a Director, Officer or Committee Member of the Corporation shall be indemnified by the Corporation to the fullest extent now or thereafter permitted by law.

#### **ARTICLE XI. BYLAWS**

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

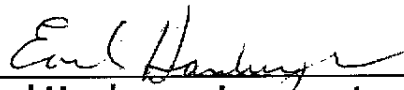
#### **ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be adopted at any regular or special meeting called for that purpose, of the Board of Directors by the affirmative vote of the majority of the Directors then in office.

#### **ARTICLE XIII. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial; registered agent of this Corporation is Earl Hamburger, St. Andrews Estates North, 6152 North Verde Trail, Room C-200, Boca Raton, Florida 33437.

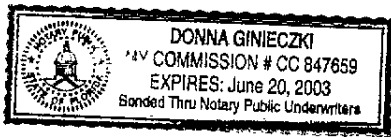
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 23<sup>rd</sup> day of September, 1999, for the purposes of forming this Not-For-Profit Corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
Earl Hamburger, Incorporator

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of September,

1999, by Earl Hamburger, who is personally known to me or has produced  
n/a as identification.



Donna Giniaczki

Notary Public

Print/Stamp/Type Name:

Commission Expires:

Commission Number:

Having been named to accept service of process for SeniorNet Boca Raton, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent for said Corporation.

Dated this 23<sup>rd</sup> day of September, 1999.

Earl Hamburger

Earl Hamburger, Registered Agent

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