



AGING SERVICES

*P96000038407*

FILED  
APR 20 1996  
TALLAHASSEE, FLORIDA

April 20, 1996

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

CHIEF CLERK  
-04/30/96--01070--0118  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**TO WHOM IT MAY CONCERN:**

Please find attached hereto the Articles of Incorporation for Aging Services Corporation/The Alzheimer's Centers, Inc.. Please file these documents and return to the above office a Certificate of Status for the corporation.

Enclosed you will find a check for \$78.75. That includes the following fees: filing of Articles - \$70.00; Certificate of Status for the corporation - \$8.75.

Return Address: Aging Services Corporation/The Alzheimer's Centers, Inc.  
33920 US 19 North, Suite 210  
Palm Harbor, FL 34684

Thank you for your assistance.

In Christ's Love,

W. James Smith  
President

Enclosures

**ARTICLES OF INCORPORATION  
OF  
AGING SERVICES CORPORATION - THE ALZHEIMER'S  
CENTERS**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby from a Corporation for profit under Chapter 607 of the Florida Statutes, providing for the formation, liability, rights, privileges and immunities of a Corporation, for profit.

**ARTICLE I  
NAME**

The name of this Corporation shall be **AGING SERVICES CORPORATION - THE ALZHEIMER'S CENTERS, INC.**, and is hereunder referred to as the "Corporation."

33920 US HIGHWAY 19 NORTH,  
SUITE 210  
PALM HARBOR, FLORIDA 34684

**ARTICLE II  
PURPOSES**

This Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida. Further purposes of this Corporation shall be:

1. Develop, build,, manage and operate a health care facilities for the care of elderly and/or disabled persons.
2. To provide housing, adult day care and other health care alternatives for older Americans.

**Laws. Notwithstanding any other provision of these Articles, the Florida Statutes and the By-laws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation for profit.**

#### **ARTICLE IV EXISTENCE**

**This Corporation shall exist perpetually unless dissolved according to law.**

#### **ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT**

**The registered office of the Corporation shall be 33920 US Highway 19 North, Suite 210, Palm Harbor, FL 34684. The registered agent for the Corporation at that address shall be W. James Smith.**

#### **ARTICLE VI SUBSCRIBER AND FIRST BOARD OF DIRECTORS**

**The name of and residence of the subscriber is as follows:**

**W. James Smith  
33920 US Highway 19 North, Suite 210  
Palm Harbor, FL 34684**

#### **ARTICLE VII INDEMNIFICATION OF OFFICERS AND BOARD OF DIRECTORS**

**All officers and members of the Board of Directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office in accordance with Florida Statutes Sec. 607.0834 and the other provisions of Section 607.**

**3. To purchase lease, hold, sell, develop, erect, build, mortgage, deed, and trust, convey, or otherwise acquire and dispose of real and personal property and to maintain and operate the same for the use and enjoyment of mature older Americans and younger Americans.**

**4. To develop educational programs that are designed to inform and assist older Americans and their families concerning issues related to the aging process and to long term care.**

**5. To develop research projects and publish articles that further the issue of care for older Americans.**

**6. To provide support groups and study groups centered around the problems associated with long term care and other related issues.**

**Corporation will be subject to such rules, regulations and restrictions as set forth in the Bylaws of this Corporation and as are determined by the action of the Board of Directors at its regular meetings.**

**This Corporation shall do everything necessary, suitable, and proper for the accomplishments of any of the purposes or attainment of any of the objects heretofore set forth, either alone or in association with other individuals, Corporations, or partnerships, including but not limited to the County, State, Federal and other authorities, and in general, perform such things and acts in connection with the foregoing objects not inconsistent with the general laws of the land.**

### **ARTICLE III POWERS**

**The Corporation shall have all the statutory powers of a Corporation, for profit, and all the powers and duties set forth in the By-**

**The Corporation may purchase and maintain insurance on behalf of all officers and members of the Board of Directors against any liability asserted against them or incurred by them in their capacity as officers and members of the Board of Directors or arising out of their status as such.**

#### **ARTICLE VIII**

**The initial President of the Corporation shall be W. James Smith whose address shall be the same as the principal office of the corporation.**

#### **ARTICLE IX BY-LAWS**

**The By-laws of the Corporation shall be adopted by the Board of Directors of the Corporation and may be altered, amended, or rescinded in the manner provided by the By-laws.**

#### **ARTICLE X AMENDMENTS**

**This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.**

**ARTICLE XI**  
**CORPORATE CAPITALIZATION**

**The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of One Dollar (\$1.00). The Board of Directors may from time to time decide to increase this number.**

**No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board or Directors may deem advisable in connection with such issuance.**

**The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.**

**The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing preferences, conversions or rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.**

**ARTICLE XII  
REGISTERED AGENT ACCEPTANCE**

Pursuant to Article , herein above, I accept the appointment as  
Registered Agent for this Corporation.

  
W. James Smith, Registered Agent

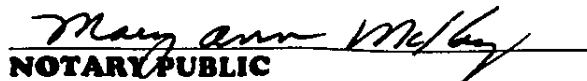
33920 US Highway 19 North, Suite 210  
Palm Harbor, FL 34684

IN WITNESS WHEREOF, we have hereunto set our hand and seal,  
acknowledged and filed in foregoing Articles of Incorporation under the  
laws of the State of Florida on this twenty-sixth day of April, 1996.



I HEREBY CERTIFY that on this 26<sup>TH</sup> day of April,  
1996, before me, a notary public authorized to take acknowledgements  
in the State of Florida, County of Pinellas aforesaid W. James Smith a  
person to me well known and known to be the person described in and  
who executed the foregoing instrument, and he acknowledged before me  
that he executed said instrument.

WITNESS my hand and official seal in the County of Pinellas, State  
of Florida this 26 day of April, 1996.

  
NOTARY PUBLIC



MARY ANN MCKAY  
MY COMMISSION # CC446928 EXPIRES  
March 21, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: 3/21/99