

N96000006524

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H LEON HOLBROOK
EDWARD C AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H LEON HOLBROOK, III
JOHN R. STIEFEL, JR
THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

December 3, 1996

300002021163--4

-12/05/96-01061--016

*****70.00 *****70.00

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: STUDENTS FOR COMMUNITY ASSISTANCE REGARDING
the ELDERLY, INC.
(a Corporation Not For Profit)
Check in the amount of \$70.00

Dear Sir:

Enclosed are original and copy of Articles of Incorporation for the above-referenced corporation, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,

Dmc
12/23/96

Edward C. Akel
EDWARD C. AKEL

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

96 DEC 23 PM 12:12

FILED

ECA/gp
Enclosure

cc: David J. Samara, M.D.
John W. Nichols, C.P.A.

~~2295~~
~~1196 2578~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

HOLBROOK, AKEL, COLD, ET. AL.
ATTN: EDWARD C. AKEL
ONE INDEPENDENT DRIVE #2301
JACKSONVILLE, FL 32202-5059

SUBJECT: STUDENTS FOR COMMUNITY ASSISTANCE REGARDING THE
ELDERLY, INC.
Ref. Number: W96000025786

We have received your document for STUDENTS FOR COMMUNITY ASSISTANCE REGARDING THE ELDERLY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 896A00055035

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
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JOHN R. STIEFEL, JR.
THOMAS R. RAY

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(904) 356-6311

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(904) 356-7330

December 17, 1996

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Students for Community Assistance Regarding
the Elderly, Inc.

Dear Ladies and Gentlemen:

Enclosed are revised Articles of Incorporation for the above-referenced corporation. We have added two more directors as requested by your letter of December 9, 1996 (copy enclosed).

Should you require anything further, please let us know. Thank you for your assistance and cooperation.

Very truly yours,


EDWARD C. AKEL

ECA/gp
Enclosure

FILED
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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
STUDENTS FOR COMMUNITY ASSISTANCE REGARDING the ELDERLY, INC.
A Nonprofit Corporation

The undersigned incorporator, with other persons being desirous of forming a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, do form a nonprofit corporation and agree to the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: STUDENTS FOR COMMUNITY ASSISTANCE REGARDING the ELDERLY, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to be organized and shall operate for charitable, scientific and educational purposes to promote scientific research, programs and education in the physiological and psychological care and nurturing of elderly persons within the general public for the improvement of their quality of life and the quality of life of their families and to provide services to persons who are elderly, including but not limited to, counseling in both individual and group sessions, liaison to local, state and federal agencies, clearing house for information useful to elderly persons, such as care alternatives, benefits,

housing, home health providers, federal and state programs, meals on wheels, and assistance to family members and other care givers and to support further research, education, educational programs and dissemination of information to the elderly members of the general public. In the event the corporation seeks an exemption from taxation under Section 501 of the Internal Revenue Code (the "Code"), the corporation shall be prohibited (upon obtaining such exemption) from engaging in any activity prohibited by the respective sub-section of the Code and the regulations and authority promulgated under such sub-section under which the exemption is sought. Upon the liquidation or dissolution of this corporation, the property of this corporation then remaining after provision for liabilities shall be distributed to its members (at the time of the vote to dissolve) on a pro rata basis unless such distribution is prohibited by the applicable exemption from taxation that may subsequently be obtained; if such distribution to members is prohibited by a tax exemption, distribution shall be as required by the Internal Revenue Section or the Code.

This corporation shall have all of the general authority and powers conferred by the laws of the State of Florida subject to these Articles of Incorporation and By-laws to be adopted to do all things necessary, suitable and proper for the accomplishment of the above purposes and any one or more of them.

ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons

and organizations as are proposed by the general membership and approved by the Board of Directors and who are adult persons of good character and good reputation.

ARTICLE IV

The name and address of the incorporator to these Articles is:

EDWARD C. AKEL	1 Independent Drive, Suite 2301 Jacksonville, Florida 32202
----------------	--

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The business of this corporation shall be managed by the Board of Directors. This corporation shall have THREE directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than THREE nor more than NINE. The Board of Directors shall be elected and hold office in accordance with the By-laws.

The name and addresses of the persons who are to serve as directors for the ensuing year, or until the first meeting of the members of the corporation are:

Karim Samara	212 Blanding Boulevard Orange Park, Florida 32073
Anjan Shah	722 Commonwealth Ave., Apt. 5-C Boston, Massachusetts 02215
Rina Chabra	184 Naples Road, #4 Brookline, Massachusetts 02146

ARTICLE VII

The initial officers of the corporation shall be President, Secretary, Treasurer and such other officers as may be provided in the By-laws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Karim Samara, President, Secretary and Treasurer	212 Blanding Boulevard Orange Park, Florida 32073
---	--

ARTICLE VIII

The conduct of the business and affairs of this corporation shall be governed by these Articles and By-laws.

The By-laws of this corporation shall be such By-laws as the Board of Directors of this corporation shall adopt from time to time.

ARTICLE IX

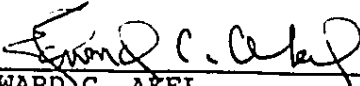
These Articles of Incorporation may be amended at any regular meeting, a quorum being present, by two-thirds (2/3) vote of members being present.

ARTICLE X

The street address of the initial office of this corporation shall be 212 Blanding Boulevard, Orange Park, Florida 32073.


The street address of the initial registered office of this corporation and the initial registered agent at that address are: EDWARD C. AKEL at 1 Independent Drive, Suite 2301, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned subscribing incorporator,
has hereunto set his hand and seal on this 3rd day of December,
1996.


EDWARD C. AKEL

ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named to accept service of process for the above-
stated corporation, at the place designated in the Articles of Incor-
poration to which this is attached, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative
to keeping open said office.


EDWARD C. AKEL

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd
day of December, 1996, by EDWARD C. AKEL who personally appeared
before me and did not take an oath and ✓ is personally known to me
or _____ presented _____ as identification.

Gail Potevint
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: _____
My Commission Expires GAIL POTEVINT
Commission No. : Notary Public, State of Florida
My comm. expires May 11, 1998
Comm. No. CC371422

N96000006524

Karim Samara
President
212 Blanding Blvd
Orange Park, FL 32073

Secretary of State
Corporations Division
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

April 25, 1997

RE: Students for Community Assistance
Regarding the Elderly, Inc.
Document # N96000006524
FEI # 59-3422420
(A Corporation Not For Profit)
Check in the amount of \$35.00

400002166114--1
-05/05/97--01109--003
*****35.00 *****35.00

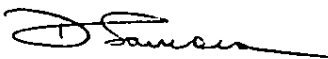
Dear Sir:

Enclosed are Articles of Amendment to Articles of Incorporation for the above referenced corporation, together with our check for your fee for filing and furnishing and acknowledgment copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgment copy to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours



David J. Samara.
Power of Attorney

FILED
97 JUN -2 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

NFT

6-3-97

789,564,671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

97 JUN -2 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 14, 1997

David J. Samara
212 Blanding Blvd.
Orange Park, FL 32073

SUBJECT: STUDENTS FOR COMMUNITY ASSISTANCE REGARDING THE
ELDERLY, INC.
Ref. Number: N96000006524

We have received your document for STUDENTS FOR COMMUNITY ASSISTANCE REGARDING THE ELDERLY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 497A00025806

Karim Samara
President
212 Blanding Blvd
Orange Park, FL 32073

FILED

97 JUN -2 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

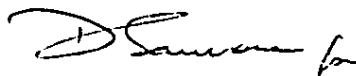
May 25, 1997

RE: Student for Community
Assistance Regarding the
Elderly, Inc.
Ref. #N9600000 6524

Dear Sir/Madam:

In response to your letter dated May 14, 1997, We are enclosing
the requested documents.

Sincerely,



Karim Samara
President.

DAVID SAMARA
POWER of ATTORNEY

Enclosure

Articles of Amendment
To Articles of Incorporation of
Students For Community Assistance
Regarding The Elderly, Inc.

FILED

97 JUN -2 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of this corporation are hereby amended as follows:

1. Article II of the Articles of Incorporation is hereby amended to replace page 2 line 5 to 22 with the following:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt 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 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 corresponding section of any future Federal tax code).

Upon the dissolution of this 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 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.

2. The effective date of the amendment shall be on filing.
3. This amendment was adopted by the directors of this corporation at a joint meeting held on this 23rd day of April, 1997.

Students For Community
Assistance Regarding
The Elderly, Inc.

By Karim J. Samara
Karim J. Samara
President.

Attest:

Karim J. Samara
Karim J. Samara

Meeting Board of Directors

On April 23, 1997, the Board of Directors of Students for Community Assistance Regarding the Elderly, Inc. covered and adopted the following amendment to the Articles of Incorporation.

1. That the Articles of Incorporation be amended to replace page 2 line 5 to 22 with the following:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attemptation 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/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or 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 corresponding section of any future Federal tax code).

Upon the dissolution of this 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 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

2. Board members approved the By-Laws of the corporation.
3. Board members present: Karim Samara, Anjan Shah, Rina Chabra.

Students For Community
Assistance Regarding
The Elderly, Inc.

By Karim Samara
Karim J. Samara
President & Secretary.

Please Note:

There are no members entitled to vote on the amendment at this time. The amendment was approved by the board of directors as noted above.

David J. Samara
Power of Attorney