



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

April 25, 2000

CORPORATE ACCESS, INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

The Articles of Incorporation for AREA AGENCY ON AGING OF PASCO-PINELLAS, INC. were filed on April 25, 2000 and assigned document number N00000002737. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Judy Eure, Corporate Section Administrator
Public Assistance

Letter Number: 000A00022536

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of AREA AGENCY ON AGING OF PASCO-PINELLAS, INC., a Florida corporation, filed on April 25, 2000, as shown by the records of this office.

The document number of this corporation is N00000002737.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fifth day of April, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

Articles of Incorporation
of the
AREA AGENCY ON AGING OF PASCO-PINELLAS, INC.

(A Corporation Not for Profit)

The undersigned, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, do hereby agree as follows:

ARTICLE I

NAME

The name of this corporation is Area Agency on Aging of Pasco-Pinellas, Inc.

ARTICLE II

ADDRESS

The initial principal place of business location and mailing address of this corporation shall be at 9455 Koger Blvd., Suite 200, St. Petersburg, Florida 33702. The address and location of the corporation may be changed from time to time as directed by the Board of Directors.

ARTICLE III

PURPOSE

The specific purposes for which the corporation is organized include the following:

(1) To operate as an area agency designated by the State of Florida, in accordance with the Older Americans Act of 1965 as amended, and as defined in the State Community Care for the Elderly Act, to engage in the planning, provision, and supervision of a broad range of social services, programs, and activities for older persons within a designated planning and service area designated as Planning and Service Area (PSA) Five.

(2) To receive and administer grants and other funds from the U.S. Government, state governments, local government entities, private corporations, associations and foundations, and individuals and any other sources in accordance with the purposes of the Older Americans Act and the

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I
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State of Florida Department of Elder Affairs.

(3) To perform only those activities permitted to be carried out by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law),

(4) To exercise all powers generally allowed to not for profit corporations under the laws of the State of Florida for the purpose of carrying out the legislative intent regarding area agencies on aging as expressed in the Older Americans Act of 1965 as amended, and which include:

- (a) To promote the independence, dignity, health and well-being of older persons;
- (b) To serve as the advocate and focal point for older persons in the planning and service area.
- (c) To foster the development of a more comprehensive and coordinated system of services for older persons in the planning and service area known as PSA Five, which encompasses Pasco and Pinellas Counties.

ARTICLE IV

MEMBERS

The sole class of members of this corporation shall be the members of the Board of Directors, whose qualifications shall be as provided in the Bylaws based primarily on an interest in the field of aging, and service to older persons. Members of the Board of Directors shall be individuals elected and appointed by the Board of Directors, from persons residing or employed within Planning and Service Area Five as such area is defined, from time to time, in the applicable law. The term of service and election process will be as stated in the Bylaws.

ARTICLE V

LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Chapter 617, Florida Statutes, unless limited as follows:

The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of any such income, property or assets be distributed to any member on the dissolution of this corporation. The private assets of the members of this corporation and the officers and directors of this corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. Further, the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

George M. Jirotko, Esq.

Fowler White Attorneys at Law

501 E. Kennedy Blvd., Suite 1700

Tampa, Florida 33602

ARTICLE VII

INCORPORATORS

The name and residence of the persons signing these Articles of Incorporation, not for profit, as the incorporators are:

Commissioner Sallie Parks, President
Pinellas County Board of County Commissioners
315 Court Street, Clearwater, Florida 34616

Ken Swann, Vice-President
Pasco County Health Department
7623 Little Road, Suite 100B, New Port Richey, Florida 34654

Mayor Tom Anderson, Secretary
City of Dunedin
P.O. Box 1348, Dunedin, Florida 34697-1348

ARTICLE VIII

DURATION

This corporation shall have a perpetual existence or until such time as the Board of Directors may decide to dissolve the corporation in accordance with the laws of the State of Florida. The perpetual existence is to commence at the time of filing of the Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The Board of Directors is responsible for the development of policies and procedures that govern the operations of the corporation.

The names and street addresses of the initial Board of Directors are:

PASCO COUNTY MEMBERS

Donna Frazier
SunTrust Bank
6335 US Hwy. 19
New Port Richey, FL 34652

Commissioner William Dennis
City of Dade City
13751 10th Street
Dade City, FL 33525

Ken Swann, MPH
Pasco County Health Department
7623 Little Road, Suite 100B
New Port Richey, FL 34654

Commissioner Sylvia Young
Pasco County Board of County Commissioners
Pasco County Historic Courthouse
37918 Meridian Avenue
Dade City, FL 33525

PINELLAS COUNTY MEMBERS

Terrye Bradley
North Manatee Health Center
5600 Bayshore Road
Palmetto, FL 34221

Mayor Tom Anderson
City of Dunedin
P.O. Box 1348
Dunedin, FL 34697-1348

Charles F. Robinson, Esquire
Law Office of Charles F. Robinson
410 South Lincoln Avenue
Clearwater, FL 33756

Commissioner Harriet K. Crozier
City of Largo
58 West Overbrook Street
Largo, FL 33770

Armand "Sandy" Burke
6466 59th Lane
Pinellas Park, FL 33781

Janet Hoppe
19400 Gulf Boulevard, Apt. B
Indian Shores, FL 33785-2217

Vice-Mayor J. B. Johnson
City of Clearwater, City Hall
112 S. Osceola Ave., P.O. Box 4748
Clearwater, FL 33758-4748

Martha Lenderman
Lenderman & Associates
7268 Moffatt Lane
Pinellas Park, FL 33781

Arthur Levine
163 Cottontail Court
Safety Harbor, FL 34695

Commissioner Sallie Parks
Pinellas County Board of
County Commissioners
315 Court Street
Clearwater, FL 34616

Vice-Mayor John E. Phillips
City of Gulfport
P.O. Box 5187
Gulfport, FL 33737-5187

Each Director named herein as a member of the first Board of Directors shall hold office until the earlier of (i) the first annual meeting of the Board of Directors at which time an election of Directors shall be held, (ii) his/her death, resignation, removal with or without cause, or (iii) the election of his/her successor. Directors elected at the first annual meeting and at all times thereafter, shall serve for terms as provided for in the bylaws. Election of directors whose terms are expiring and new directors shall be held at a minimum annually at an annual meeting of the Board of Directors.

ARTICLE X

CORPORATE OFFICERS

The affairs of the corporation shall be run by a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time elect.

Election of officers shall be at an annual meeting of the Board of Directors.

The names of the initial officers who are to serve until the earlier of (i) the first annual officers election or (ii) the election of their respective successor, are:

President: Commissioner Sallie Parks

Vice President: Ken Swann

Secretary: Mayor Tom Anderson

Treasurer: Martha Lenderman

Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the Bylaws.

ARTICLE XI

BYLAWS

The Board of Directors will establish bylaws for the conduct of its business and the carrying out of its purposes as deemed necessary consistent with Florida Statutes, Chapter 617, and subsequent corresponding laws.

Bylaws shall not be in conflict with the provisions of the Older Americans Act of 1965 as amended, and the regulations promulgated thereunder in so far as they apply to the operation of programs under that act. Bylaws of this corporation may be made, altered, rescinded, and/or new bylaws may be adopted as provided in the Bylaws of this corporation.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose and finally adopted at a subsequent regular meeting or any special meeting called for that purpose.

ARTICLE XIII

PROPERTY

The property of this corporation not for profit, which is organized on a non-stock basis, is irrevocably dedicated to charitable purposes, and no part of the net income of this corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article III hereof. Notwithstanding any other provision of these Articles, the corporation shall not conduct activities not authorized by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV

DISSOLUTION

No person, firm or corporation shall receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of these assets will be distributed to any member, officer or director of this Corporation.

ARTICLE XV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

George M. Jirotko, Esq.

Fowler White Attorneys at Law
501 E. Kennedy Blvd., Suite 1700
Tampa, Florida 33602

ARTICLE XVI

ADDITIONAL SPECIFIC PROHIBITIONS

This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

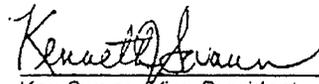
This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

We, the undersigned, being the original organizers and subscribers to the Corporation, for the purpose of forming a corporation not for profit, in pursuance of the general laws of the State of Florida, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true. We do hereby agree to and do agree to become the initial subscribers and accordingly have hereunto set our hand and seals effective the 17th day of April, 2000.


Commissioner Sallie Parks, President


Ken Swann, Vice-President


Mayor Tom Anderson, Secretary

AREA AGENCY ON AGING OF PASCO-PINELLAS, INC.

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes, the above corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name and address of the registered agent and office is:

George M. Jirotko, Esq.
Fowler White Attorneys at Law,
501 E. Kennedy Blvd., Suite 1700
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


George M. Jirotko, Esquire

DATE: April 17, 2000

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA