

Non-Profit



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

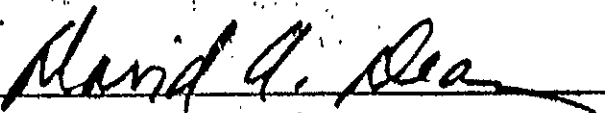
FAMILY ELDERCARE, INC.

618630

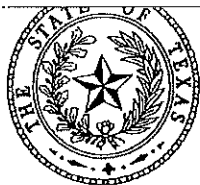
The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Dated August 13, 19 82.


Secretary of State





MAR 31 1994

The State of Texas

Secretary of State

MAR. 25, 1994

KAREN LANGLEY
3710 CEDAR, STE. 229
AUSTIN, TX 78705

RE:
FAMILY ELDERCARE, INC.
CHARTER NUMBER 00618630-01

THIS IS TO ADVISE YOU THAT THE ABOVE REFERENCED CORPORATION'S REPORT REQUIRED BY ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION ACT, HAS BEEN FILED IN THIS OFFICE, AND THE REVIVAL FEE HAS BEEN PAID THEREFOR. ACCORDINGLY, THE CORPORATIONS' RIGHT TO CONDUCT AFFAIRS IS HEREBY REVIVED AS OF THE DATE OF THIS LETTER.

AS THE LAW DOES NOT PROVIDE FOR THE FURNISHING OF A CERTIFICATE OF FILING, THIS LETTER MAY BE USED AS EVIDENCE OF SUCH FILING.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION



Audrey Selden

ASSISTANT SECRETARY OF STATE

Secretary of State

AUG 13 1982

Clerk C.
Corporations Section

ARTICLES OF INCORPORATION
OF
FAMILY ELDERCARE, INC.

We, the undersigned natural persons, at least two (2) of whom are citizens of the State of Texas, and who are of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is FAMILY ELDERCARE, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

(1) The primary purpose is to educate individuals and families with respect to the issues and problems associated with aging and caring for the aged through direct counselling, and disseminating of educational materials, and conducting of informational programs. It is intended that the services and materials provided by the corporation will be furnished at no charge, or a reduced charge, to individuals and families who are in need of the information provided by the corporation, but are unable to pay any or a portion of the fees charged by the corporation.

(2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

(8) This corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(9) This corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(10) This corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any later federal tax laws.

(11) This corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(12) This corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3606 Branigan Lane, Austin, TX 78759, and the name of its initial registered agent at such address is Jacqueline Lelong.

ARTICLE SIX

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

Jacqueline Lelong	3606 Branigan Lane, Austin, Texas
Bettina Adelberg Dubin	5801 Trailridge Circle, Austin, Texas
Victoria Taylor	1311 Dove Haven, Pflugerville, Texas

ARTICLE SEVEN

INCORPORATORS

The name and street address of each incorporator is:

(3) No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes, and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(5) Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(6) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

(7) This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

Jacqueline Lelong 3606 Branigan Lane, Austin, Texas
Bettina Adelberg Dubin 5801 Trailridge Circle, Austin, Texas
Victoria Taylor 1311 Dove Haven, Pflugerville, Texas

IN WITNESS WHEREOF, we have hereunto set our hands, this 15th
day of August, 1982.

Jacqueline Lelong
JACQUELINE LELONG

Bettina Adelberg Dubin
BETTINA ADELBERG DUBIN

Victoria Taylor
VICTORIA TAYLOR

THE STATE OF TEXAS :

COUNTY OF TRAVIS :

I, John Hamje, a notary public, do hereby
certify that on this 15th day of August, 1982,
personally appeared before me JACQUELINE LELONG, BETTINA ADELBERG
DUBIN, and VICTORIA TAYLOR, who, each being by me first duly sworn,
severally declared that they are the persons who signed the fore-
going document as incorporators, and that the statements therein
are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the
day and year above written.

John Hamje
NOTARY PUBLIC, TRAVIS COUNTY,
TEXAS

My Commission Expires:

12/4/84