705463

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

UNITED CEREBRAL PALSY OF NORTHWEST FLORIDA, INC

The undersigned President of UNITED CEREBRAL PALSY OF NORTHWEST FLORIDA, INC. (corporate document number 705463) (the "Corporation"), a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby presents these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on the 15th day of July, 2014, and the number of votes by the Board of Directors was sufficient for approval of the amendments in the Amended and Restated Articles of Incorporation. There are no members of the Corporation entitled to vote on the Amended and Restated Articles of Incorporation. The Articles of Incorporation of the Corporation, filed with the Florida Department of State on July 15, 1963, are hereby amended and restated to read as follows:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation is CAPSTONE ADAPTIVE LEARNING AND THERAPY CENTERS, INC., and the principal office and mailing address of the Corporation is 2912 North E Street, Pensacola, Florida 32501. The Corporation may maintain such other offices at such other places within or without the State of Florida as may, from to time, be authorized by the Board of Directors.

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized shall be as follows:

(a) The general nature of the purpose of the Corporation shall be to promote the general welfare of persons with developmental and other disabilities; to plan, promote, and assist in the establishment, maintenance, and operation of training centers, clinics or programs for the educational, social, and physical betterment of such persons; to sponsor and promote education whereby the general public will be apprised of the problems and needs of such persons; to initiate and foster state and local action for the benefit of such persons; to conduct a clearing house of information which may be of particular value and interest to such persons, their parents and friends; and generally to take any action which will promote any and all of the foregoing purposes.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in 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 of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Amended and Restated 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 under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or 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 may hereafter be amended.

ARTICLE III

PRIVATE FOUNDATION CLASSIFICATION

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply 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.

(b) The 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.

(c) The 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.

(d) The 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.

(e) The 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.

ARTICLE IV

MEMBERSHIP, QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

The membership of the Corporation shall consist of the individuals who at the time in question are Directors of the Corporation, and any additional members of the Corporation may consist of persons who apply for membership in the Corporation and are admitted to membership by a majority vote of the Board of Directors as provided in the Bylaws of the Corporation. Any persons who are admitted as additional members of the Corporation shall be nonvoting members, without any voting rights, and by way of example have no right to elect the Directors of the Corporation. The Directors of the Corporation shall be elected, replaced or removed by the Directors of the Corporation as provided by the Bylaws of the Corporation.

ARTICLE V

TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, and applicable law.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Directors shall be elected, replaced or removed by the Directors of the Corporation as provided in the Bylaws of the Corporation. The Corporation shall have no less than three (3) Directors. The number of Directors may be fixed from time to time as provided in the Bylaws of the Corporation, but there shall never be less than three (3) Directors. The names and addresses of the current Directors who are members of the Executive Committee of the Corporation are as follows:

Brian Bell 2912 North E Street Pensacola, FL 32501	Michele W. Fielder 2912 North E Street Pensacola, FL 32501
Brad W. Huggins 2912 North E Street Pensacola, FL 32501	Norman D. Smith 2912 North E Street Pensacola, FL 32501
Raisa Webb 2912 North E Street Pensacola, FL 32501	Larry Anderson 2912 North E Street Pensacola, FL 32501

ARTICLE VII

OFFICERS

The Corporation shall have such officers consisting of a Chairman, President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors or as otherwise provided in the Corporation's Bylaws.

The names of the current officers of the Corporation until the next election are as follows:

Chairman:	Brian Bell
President:	Sherry A. White
Vice President:	Michele W. Fielder
Secretary:	Raisa Webb
Treasurer:	Norman D. Smith

ARTICLE VIII

INDEBTEDNESS

The amount of indebtedness or liability to which the Corporation may at any time subject itself shall never be greater than two-thirds (2/3rds) of the value of the property of the Corporation.

ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the Directors and officers of the Corporation are subject to this reservation.

ARTICLE X
BYLAWS

The bylaws of the Corporation are to be made, altered, amended, or repealed by a majority vote of the Directors then in office at a regular or special meeting of the Board of Directors called for that purpose.

ARTICLE XI

DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Directors of the Corporation, solely to charitable, religious, scientific, 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 may hereinafter be amended.

No Director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XII

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 2912 North E Street, Pensacola, Florida 32501, and the name of the registered agent of the Corporation at that address is Sherry A. White.

ARTICLE XIII

EFFECTIVE DATE OF AMENDED AND RESTATED ARTICLES

The effective date of these Amended and Restated Articles of Incorporation shall be the date these Amended and Restated Articles are filed with the office of the Department of State of the State of Florida.

[SIGNATURE PAGE FOLLOWS]

Executed on the date set forth below.

Dr. Sherry A. White, President/CEO

Date: July 15, 2014

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Capstone Adaptive Learning and Therapy Centers, Inc., formerly known as United Cerebral Palsy of Northwest Florida, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

Dr. Sherry A. White, President/CEO

Date: July 15, 2014

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