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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RESPRO CARES, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
RESPRO CARES, INC.,  
A FLORIDA NONPROFIT CORPORATION**

The undersigned, acting as the incorporator and representative of the Board of ResPro Cares, Inc. (the "Corporation"), as of September 4, 2025, does hereby adopt, by a vote of the Board, the following Amended and Restated Articles of Incorporation dated September 4, 2025, pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as follows:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the Corporation shall be ResPro Cares, Inc.

**ARTICLE II**  
**MAILING ADDRESS AND ADDRESS OF PRINCIPAL OFFICE**

The mailing address and address of the principal office is 3001 SW 3<sup>rd</sup> Avenue Miami, FL 33129.

**ARTICLE III**  
**PURPOSE**

**Section 1.** The specific and primary purposes for which this Corporation is formed are for providing access to pro bono and reduced-cost legal assistance for individuals experiencing consumer debt hardship, conducting programs that inform the public about consumer rights, debt resolution options, and general financial literacy, and gathering and analyzing data for the purpose of informing the public understanding of issues affecting financially distressed populations. The Corporation hopes that through their efforts they will increase awareness of consumer rights and debt resolution options. The Corporation will also support financially distressed populations with respect to general financial literacy and will provide and promote related charitable services, which may include making contributions to other charitable organizations that are exempted from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

**Section 2.** The general purposes for which this Corporation is organized are exclusively charitable purposes within the meaning of the Code or the corresponding provisions of any future federal tax laws.

**Section 3.** The Corporation may engage in such other activities from time to time that are related to its specific and general purposes.

**Section 4.** Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on political propaganda or electioneering or any other activities not

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permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future tax laws.

Section 5. As defined in Section 509(a) of the Code, this Corporation shall be determined as a private foundation, and shall:

- (a) 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 Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943 of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

#### ARTICLE IV

#### NON-STOCK BASIS AND QUALIFICATION OF MEMBERS

The Corporation is organized under a non-stock basis. Membership in the Corporation shall be composed of persons, partnerships, firms, and corporations, each having experience and dealings in the area of finance, lending, education, real estate, credit counseling, administration, and necessary ancillary services. Prospective members shall be nominated for membership by active members of the Corporation in good standing. Membership must be approved by 51 % of the Board of Directors, as then constituted. Any obligations, duties, and liabilities of said members shall be set forth in the Bylaws.

#### ARTICLE V

#### MANNER OF ELECTION

The manner in which the Directors are elected and appointed are provided for in the Bylaws of the Corporation.

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**ARTICLE VI**  
**REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation shall be M&M RA SERVICES, LLC and the street address of the initial registered office of this Corporation shall be 3001 SW 3<sup>rd</sup> Avenue, Miami, FL 33129.

The undersigned registered agent hereby accepts the designation as registered agent of the Corporation and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties and is familiar with and accepts the obligations of the position as registered agent.

**ARTICLE VII**  
**NAME AND ADDRESS OF INCORPORATOR**

The name of the initial incorporator of this Corporation shall be Marko & Magolnick, P.A. and the street address of the initial incorporator's office of this Corporation shall be 3001 SW 3<sup>rd</sup> Avenue, Miami, FL 33129.

**ARTICLE VIII**  
**POWERS**

This Corporation shall be authorized to exercise the powers permitted to corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The Board of Directors shall be as follows, provided, however, that there shall never be less than three (3) directors:

|              |                                                   |
|--------------|---------------------------------------------------|
| Gary DePew   | 3001 SW 3 <sup>rd</sup> Avenue<br>Miami, FL 33129 |
| Russ Squires | 3001 SW 3 <sup>rd</sup> Avenue<br>Miami, FL 33129 |
| Alex Rubin   | 3001 SW 3 <sup>rd</sup> Avenue<br>Miami, FL 33129 |

**ARTICLE X**  
**DEDICATION OF ASSETS AND DISSOLUTION**

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director or member of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or

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director of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

## **ARTICLE XI**

### **EXEMPT STATUS; PROHIBITED TRANSACTIONS**

Reference in this Article to a Code Section shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

Section 1. This Corporation shall not exercise in any manner, or for any purpose, any power of authority granted herein which may jeopardize the status of this Corporation as an exempt organization under Code Section 501(c)(3).

Section 2. This Corporation, during the period it is a "private foundation" as defined in Code Section 509(a), shall not:

1. Engage in any act of "self-dealing" as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941;
2. Retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Section 4943;
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and
4. Make any "taxable expenditures" as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945.

## **ARTICLE XII**

### **BYLAWS**

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended, or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

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**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended and restated pursuant to a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator submits this document and affirms that the facts stated herein are true. The undersigned registered agent hereby accepts its designation. The undersigned director approves these Amended and Restated Articles of Incorporation.

REQUIRED SIGNATURE OF DIRECTOR: Gary Depew  
Gary Depew (Sep 17, 2025 09:45:45 PDT)

DATE: 09/04/2025

REQUIRED SIGNATURE OF INCORPORATOR: Michael Bartley

DATE: 09/04/2025

REQUIRED SIGNATURE OF REGISTERED AGENT: D. Marko  
David E. Marko (Sep 17, 2025 12:10:27 EDT)

DATE: 09/04/2025

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