

N95000001123

FOLEY & LARDNER
NORTH BRANFORD AVENUE, SUITE 100
ORLANDO, FLORIDA 32801
TELEPHONE 407.438.1100
FAX 407.438.1101
MAILING ADDRESS
POST OFFICE BOX 2000
ORLANDO, FL 32802-2000

TAMPA, FLORIDA
AUSTIN, TEXAS
SAN ANTONIO, TEXAS
ATLANTA, GEORGIA

MILWAUKEE, WISCONSIN
MADISON, WISCONSIN
WASHINGTON, D.C.
ANNAPOLIS, MARYLAND
CHICAGO, ILLINOIS

March 6, 1995

RECORDED & INDEXED
MAR 10 1995
FBI - TAMPA

VIA HAND DELIVERY

Department of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of Accessible Alternatives, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Accessible Alternatives, Inc. and a check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), appointing a registered agent (\$35.00), and obtaining a certified copy of the Articles (\$52.50).

Please deliver the certified copy of the Articles to the courier making this hand delivery.

Thank you for your prompt attention to this matter.

Sincerely,

Anita L. Barber

Anita L. Barber

Quick 1:30

ALB

Enclosures

cc: Keith J. Hesse, Esq.
Karen Duffy

MAR 10 1995
FBI - TAMPA
144
11-11-95

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Accessible Alternatives, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: KAREN DUFFY
Name (Printed or typed)
1409 Newbridge Lane
Address
Orlando, Florida 32825
City, State & Zip
(407) 649-6240
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ACCESSIBLE ALTERNATIVES, INC.
ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be Accessible Alternatives, Inc.

ARTICLE II
PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business and the mailing address of this corporation shall be:

1730-A Americana Blvd.
Orlando, FL 32839

ARTICLE III
PURPOSES

The purposes for which the corporation is organized are to provide training to persons with Spinal Cord Injury and other persons with neurological disease/impairment requiring the use of a wheelchair as a primary means of mobility; to provide such training, in a transitional living facility, in the areas of activities of daily living and life management skills; to promote and/or advocacy on issues affecting the quality of life for persons with disabilities.

ARTICLE IV
MANNER OF ELECTIONS OF DIRECTORS

The members of the Board of Directors shall be elected by the membership of Accessible Alternatives at the annual meeting. At the annual meeting in even numbered years, five (5) of the board members will be elected to serve a two (2) year term. At the annual meeting in odd numbered years, six (6) board members will be elected to serve a two (2) year term. A board member may serve no more than three (3) consecutive two (2) year terms of office on the Board of Directors or a total of six (6) consecutive years. A partial term of less than one year will not be counted toward the six year restriction.

Vacancies on the Board of Directors shall be filled by a simple majority vote of the remaining members of the Board of Directors. Such interim appointments shall be for the remainder of the term of the vacating member.

Page 2 - Articles (continued)

ARTICLE V
LIMITATIONS OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302 Florida Status.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is as follows:

KAREN G. DUFFY
1409 Newbridge Lane
Orlando, FL 32825

ARTICLE VII
INCORPORATORS

The name and address of the incorporator for these articles of incorporation is as follows:

KAREN G. DUFFY
1409 Newbridge Lane
Orlando, FL 32825

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of March, 1995.

KAREN G. DUFFY

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

1. The name of the corporation is: Accessible Alternatives, Inc.
(must include suffix)

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

KAREN DUFFY
(Name)

1409 Newbridge Lane
(Street address - P. O. Box not acceptable)

Orlando, Florida 32825
(City/State/Zip)

STATE OF FLORIDA
DEPARTMENT OF REVENUE
TAX DIVISION
TALLAHASSEE, FLORIDA

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]
(Signature)

[Date]
(Date)

N95000001123

FOLEY & LARDNER
ATTORNEYS AT LAW

JACKSONVILLE
TALLAHASSEE
TAMPA
WEST PALM BEACH
MILWAUKEE
MADISON
CHICAGO
WASHINGTON, D.C

SUITE 1800
111 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-7656
FACSIMILE (407) 648-1743
MAILING ADDRESS
POST OFFICE BOX 2193
ORLANDO, FL 32802-2193

A MEMBER OF GLOBALEX
WITH MEMBER OFFICES IN

BERLIN
BRUSSELS
DRESDEN
FRANKFURT
LONDON
PARIS
SINGAPORE
STUTTGART
TAIPEI

November 3, 1995

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

000001631000
-11/07/95--01071--003
*****96.25 *****96.25

Re: Accessible Alternatives, Inc.

Dear Sir or Madam:

Enclosed herewith for filing is the original executed Amended and Restated Articles of Incorporation of Accessible Alternatives, Inc., together with a copy of said Articles for certification. A check in the amount of \$96.25 is enclosed for filing fees, costs of a certified copy and letter of good standing and registered agent designation fees. Once the Articles have been filed, kindly return the certified copy of the Articles to me for our files.

Sincerely,

Anita L. Barber

Enclosures

cc: Karen Duffy
Keith J. Hesse, Esq.

SECRET
DIVISION OF STATE
AFFAIRS
95 NOV - 3 AM 10:57

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACCESSIBLE ALTERNATIVES, INC.
Florida, Non-Profit Corporation

THE UNDERSIGNED attests that ACCESSIBLE ALTERNATIVES, INC., a Florida non-profit corporation (the "Corporation"), has no members entitled to vote on any amendments included in these Amended and Restated Articles of Incorporation of Accessible Alternatives, Inc. The undersigned further attests that the Board of Directors of the Corporation adopted these Amended and Restated Articles of Incorporation after a duly authorized vote pursuant to Chapter 617 of the Florida Statutes, on October 23, 1995. These Amended and Restated Articles of Incorporation amend in their entirety the original Articles of Incorporation of the Corporation filed with the Florida Secretary of State on March 10, 1995.

The Articles of Incorporation of the Corporation, as amended and restated, shall read as follows:

ARTICLE I

Name

The name of the Corporation is ACCESSIBLE ALTERNATIVES, INC.

ARTICLE II

Corporate Offices

The principal office of the Corporation and its mailing address shall be 1730 A. Americana Boulevard, Orlando, Florida 32839.

ARTICLE III

Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any

95 NOV 10 10:57
SECRETARY OF STATE
FILED

future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the Corporation's purposes shall include training persons with Spinal Cord Injury and other persons with neurological disease/impairment to use a wheelchair as a primary means of mobility; and training, in a transitional living facility, in the areas of activities of daily living and life management skills.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

RECEIVED
FEDERAL BUREAU OF INVESTIGATION
NOV - 6 2:10:57

ARTICLE V

Members

The Corporation shall have members. Membership provisions (including the designation of classes, if any, and the method of acceptance of members of each such class) shall be set forth in the By-Laws. The right of members, or any class of classes of members, to vote, if any, may be limited, enlarged or denied to the extent specified in the By-Laws; however, membership qualification shall be non-discriminatory in that no distinction or limitation on membership may be imposed on the basis of race, color, sex, national origin, sexual preference, religion, disability or handicap.

ARTICLE VI

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be eleven (11); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than three (3).

ARTICLE VII

Dissolution and Liquidation

In the event of dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors of the Corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV - 6 AM 10:57

ARTICLE VIII

Bylaws

The Board of Directors of the Corporation shall provide for the adoption of such Bylaws for the conduct of the Corporation and the carrying out of its purposes as the Board of Directors shall deem necessary.

ARTICLE IX

Indemnification

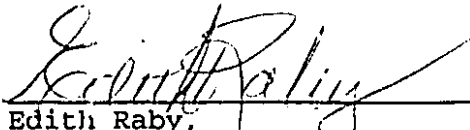
In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its trustees, directors, officers, employees, and agents, and former trustees, directors, officers, employees and agents, from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said trustees, directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

Registered Official Agent

The street office of the Corporation's registered office shall be 1730 A. American Boulevard, Orlando, Florida 32839, and the name of the registered agent of the Corporation at such office shall be Karen G. Duffy.

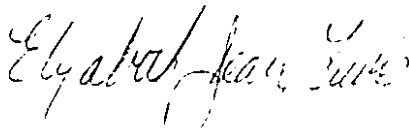
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24th day of October, 1995.



Edith Raby,
Chairperson of the Board



"OFFICIAL SEAL"
Elizabeth Jean Lewis
My Commission Expires 7/14/98
Commission #CC 392744



95 NOV - 5 AM 10: 57
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me
this 24th day of October, 1995, by EDITH RABY, Chairperson of
the Board of Directors of ACCESSIBLE ALTERNATIVES, INC., a
Florida non-profit corporation, who is personally known to me or
who produced _____ as identification, and who
did/did not take an oath.

"OFFICIAL SEAL"
Elizabeth Jean Lewis
My Commission Expires 7/14/98
Commission #CC 392744

[NOTARIAL SEAL]

Elizabeth Jean Lewis
Notary Public, State of Florida
Commission Number: CC 392744
My Commission Expires: 7/14/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -6 AM 10:57