

Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION
COALITION OF CLINICAL PRACTITIONERS OF NEUROPSYCHOLOGY, INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (05), and Estimated Charge (\$78.75).

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**ARTICLES OF INCORPORATION  
OF  
COALITION OF CLINICAL PRACTITIONERS OF NEUROPSYCHOLOGY, INC., a  
Florida non-profit corporation**

**ARTICLE I - Name**

The name of this corporation is COALITION OF CLINICAL PRACTITIONERS OF NEUROPSYCHOLOGY, INC., a Florida non-profit corporation.

**ARTICLE II - Corporate Existence**

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

**ARTICLE III - Principal Place of Business and Mailing Address**

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

7800 Red Road, Suite 310  
Miami, Florida 33143

**ARTICLE IV - Purpose**

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

- A. This corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.
- B. This corporation is organized and operated exclusively for charitable and educational purposes including, the advancement and enhancing the practice of clinical and applied neuropsychology, providing continuing professional education.
- C. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph B, above.

**ARTICLE V - Limitation**

- A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit or be distributable to its trustee, directors or officers, or other private individuals, or organizations organized and operated for a profit; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the

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purposes set forth in Article 4, hereof, to the extent permitted by law. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) of any political campaign on behalf of or in opposition to any candidate for public office.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(6), and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2) or 2522(a)(2).

**ARTICLE VI - Members**

The corporation shall have such officers as are specified in the By-Laws of the corporation.

**ARTICLE VII - Initial Registered Office and Agent**

The Street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent  
Barry Crown, Ph.D.

Street Address of  
Registered Office  
7800 Red Road  
Suite 310  
South Miami, Florida 33143

**ARTICLE VIII - Board of Directors**

The management of this corporation shall be vested in a Board of Directors. the number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the corporation shall be provided in the By-Laws of the corporation.

**ARTICLE IX - Dissolution**

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(6); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization of each such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Sections 501(a) as an organization described in Internal Revenue Code Section 501(c)(6); and

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(c) Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are operated exclusively for such purposes.

**ARTICLE X - Incorporator**

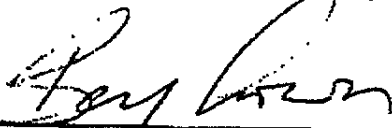
The name and address of the person signing these articles:

<u>Name</u>	<u>Address</u>
Barry Crown, Ph.D.	7800 Red Road Suite 310 South Miami, Florida 33143

**ARTICLE XI - Indemnification**

The corporation shall indemnify all officers and directors to the fullest extent permitted by law as the law now exists or may be amended hereafter.

15<sup>th</sup> IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of September, 1999.

  
 \_\_\_\_\_  
 BARRY CROWN, Ph.D.

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