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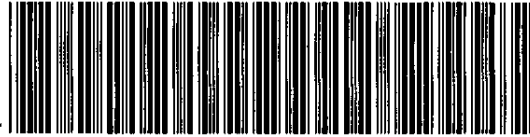
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T. LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 21, 2012

JOSEPH A. ANIELLO
UNITED CEREBRAL PALSY ASSOCIATION
2700 WEST 81ST STREET
HIALEAH, FL 33016

SUBJECT: UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC.
Ref. Number: 705461

We have received your document for UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 212A00023678

RECEIVED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RESTATED ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SEP 28 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNITED CEREBRAL PALSY ASSOCIATION OF MIAMI, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted: Article Number 7, is hereby deleted in its entirety and replaced with the following:

The purposes of this organization shall be to (a) promote the general welfare of persons handicapped with Cerebral Palsy, developmentally disabled and people with similar needs and care including the frail elderly; (b) to involve in, a meaningful way, primarily these individuals and, secondarily, families in the mainstream of society (1) by ensuring their ability to assume their rights as citizens; (ii) by ensuring their ability to receive services as needed; (c) to maintain and operate training centers, clinics, and other facilities to provide services for the educational, social and physical betterment of such persons including residential rehabilitation homes, private schools, adult training centers, supported living programs, supported employment programs, therapies, after school programs, transportation, behavioral services, daycare programs, home based early intervention programs, preschool center based early intervention programs; (d) to aid in the research for the prevention and treatment of cerebral palsy and to minimize its effect whenever possible; (e) to receive by gift or from the use of its facilities, or otherwise funds and other property and to hold, use, maintain, lease, give, donate, pledge, encumber, convey, or otherwise dispose or apply and disburse its funds and other property for the purposes of, and in connection with, the accomplishment of the charitable and scientific objects and purposes herein specified; (f) to sponsor a campaign of education whereby the general public will be apprised of the problems and needs of such persons; (g) to cooperate with the governmental and private agencies concerned with the welfare of the handicapped in accordance with the furtherance of the policies of United Cerebral Palsy Associations, Inc.; and (h) to take any action which will promote any and all of the foregoing purposes.

Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

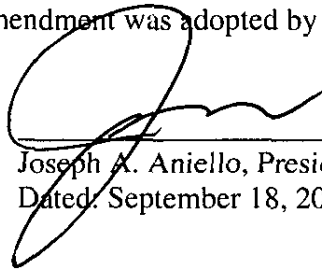
No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be called on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions

to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The date of adoption of the amendment was December 11, 2009, unanimously voted by the Board, as there are no members entitled to vote on the amendment.

THIRD: Adoption of Amendment: The amendment was adopted by the Board .



Joseph A. Aniello, President
Dated: September 18, 2012