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PALM BEACH HABILITATION CENTER, INC.**

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SECRETARY OF STATE  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PALM BEACH HABILITATION CENTER, INC.**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Palm Beach Habilitation Center, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

**CERTIFICATE**

It is hereby certified that:

1. The date of adoption of the aforesaid amendments and restatement was January 28, 2022.
2. This amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Trustees. The Corporation does not have members.

Executed as of January 28, 2022

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 DEPARTMENT OF STATE  
 DIVISION OF CORPORATE  
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**PALM BEACH HABILITATION CENTER, INC.**

/s/ Kimberly McCarten

By: \_\_\_\_\_  
Name: Kimberly McCarten  
Title: President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PALM BEACH HABILITATION CENTER, INC.**

A Florida Not For Profit Corporation

*Pursuant to the provisions of Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby adopt and execute the following Amended and Restated Articles of Incorporation, and certifies as follows:*

**ARTICLE I  
NAME**

The name of the corporation shall be: PALM BEACH HABILITATION CENTER, INC. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business of the Corporation shall be 4522 South Congress Avenue, Palm Springs, Florida 33461.

**ARTICLE III  
MAILING ADDRESS**

The mailing address of the Corporation shall be 4522 South Congress Avenue, Palm Springs, Florida 33461.

**ARTICLE III  
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The primary purpose of the Corporation shall be to own and operate services, programs, and facilities which assist people with disabilities become productive members of their community consistent with the Corporation's Mission.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

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3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets (if any) of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets (if any) not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

#### ARTICLE IV MISSION

The mission of the Corporation (the "Mission") is to provide therapeutic training programs, community job placement, employment, residential, recreational, and senior activity programs for individuals with mental, emotional, and physical disabilities. Other training, therapeutic, educational, evaluation, case management, and recreational services may be provided, from time to time, as needed in order to meet or enhance the capability of each individual to become more independent.

#### ARTICLE V ELECTION OF DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership

on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VI  
MEMBERSHIP

The Corporation shall have a member with the power and authority set forth in the Bylaws of the Corporation. The Member shall be The Arc of Palm Beach County, Inc.

ARTICLE VII  
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office for the Corporation shall be Russell Greene with such office located at 1201 Australian Avenue, Riviera Beach, Florida 33404.


IN WITNESS WHEREOF the undersigned has executed these Articles as of the 28<sup>th</sup> day of January, 2022.

/s/ Kimberly McCarten

\_\_\_\_\_  
Kimberly McCarten, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, I, Russell Greene, hereby accept the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.

  
\_\_\_\_\_  
Russell Greene

Date: January 28, 2022