

N00000003188

Lori Bennett
5250 NE 153 Court
Williston, FL 32696
(352) 529-0113

FILED
MAY 10 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 8, 2000

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

Sent via Certified Mail RRR

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-05/10/00-01103-005
****122.50 *****78.75

Re: Filing of Articles of Incorporation for Not For Profit

Dear Sir/Madam:

Enclosed please find a notarized set of Articles of Incorporation for
The A.B.L.E. (Achieving Beyond Limited Expectations) Foundation, Inc. _____
, a postal money order in the amount of \$122.50 for filing fees
and a certified copy, and a self-addressed-stamped envelope for return of the
certified copy.

Thank you for your assistance in this matter.

Sincerely,



Lori Bennett
COB/CEO/President
The A.B.L.E. Foundation, Inc.
(Achieving Beyond Limited Expectations)

/encs.

5/15

Per Bobbie -

She spoke with Lori Bennett
and per Ms. Bennett Bobbie
Corrected ART. I.

SH

S. Thompson MAY 15 2000

ARTICLES OF INCORPORATION OF

The A.B.L.E. (Achieving Beyond Limited Expectations) Foundation, Inc.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the Florida Not For Profit Corporation Act.

ARTICLE I - NAME

The name of the corporation is:

**The
A.B.L.E.
(Achieving Beyond Limited Expectations)
Foundation, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - EXISTENCE AND COMMENCEMENT

This corporation shall have perpetual existence. These Articles of Incorporation shall be effective and the corporation's existence shall commence when these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized exclusively for providing various programs and services that serve the needs of children and adults with disabilities, their siblings, caregivers, and families. These programs and services may include but are not limited to: needs assessment, advocacy, information, referral, vocational rehabilitation and training, development services, day care, respite care, therapeutic and educational training. This corporation will provide such services in appropriate facilities open to the public. This corporation seeks to improve community awareness and relations, programs, services, and the mindset of society as it relates to people with disabilities.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation 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 herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, and the corporation 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 these Articles, the corporation shall not carry on any other 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV - MEMBERSHIP

Membership in The A.B.L.E. (Achieving Beyond Limited Expectations) Foundation, Inc. , shall be evidenced by a certificate of membership which shall be non-assignable and which shall state on its face that the corporation is a not for profit corporation.

An individual shall be admitted to membership only upon the approval by a majority of the Board of Directors. A qualified member will be someone who has the welfare and benefit of the handicapped individual foremost in his thoughts at all times. A member shall cease to be a member at such time as the member resigns his or her membership or upon the vote of a majority of the Board of Directors to terminate such member's membership.

No member shall have any vested right, interest, or privilege, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing.

Before a member's membership shall cease against his consent, such member shall be given an opportunity to be heard by the Board of Directors, unless such member is absent from the county where the corporation is located.

ARTICLE V - ADDRESS

The initial street address of the principle office of the corporation is to be located at:

5250 NE 153 Court
Williston, FL 32696

The Board of Directors may from time to time designate such of the address and place to the principle office for this corporation as it may see fit.

ARTICLE VI - DIRECTORS

Number and Terms of Office. The corporation shall have three (3) initial incorporating directors. The total number of directors shall be the number fixed and determined from time to time by resolution approved by at least three-fourths vote of the total number of directors then serving; provided, however, that the total number of directors fixed and determined from time to time may not be less than three nor more than seven.

In the event of any increase or decrease in the authorized number of directors, each director then serving as such shall nevertheless continue as a director in his current position on the Board of Directors until expiration of his or her current term, or his or her earlier resignation, removal from office or death, and the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the Directors.

Removal. A director may be removed from office by a vote of three-fourths of the members then entitled to vote at an election of directors, but only for cause. Except as may be otherwise provided by law, cause for removal shall be construed to exist only if:

(a) the director whose removal is proposed has been convicted, or where a director was granted immunity to testify where another has been convicted, or a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal; or

(b) such director has been adjudicated by a court of competent jurisdiction to be liable for negligence, or misconduct, in the performance of his duty to the corporation in a matter of substantial importance to the corporation and such adjudication is no longer subject to direct appeal.

Vacancies. Any vacancy in the Board of Directors resulting from death, resignation, removal, increase in number of directors, or other cause may be filled only by a vote of three-fourths of the full Board of Directors then serving at any regular or special meeting of the Board of Directors then serving at any regular or special meeting of the Board of Directors called for that purpose. Any director so elected shall serve until the next election of the position for which such director shall have been chosen and until his successor shall be elected and qualified.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of the directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Lori Bennett	COB/CEO/Pres.	5250 NE 153 Court Williston, FL 32696
William Bennett	Secretary	5250 NE 153 Court Williston, FL 32696
Christopher Bennett	Treasurer	3619 Surrey Drive Orlando, FL 32812

ARTICLE VIII - INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

Lori Bennett
5250 NE 153 Court
Williston, FL 32696

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

Lori Bennett
5250 NE 153 Court
Williston, FL 32696

The name and address of the initial registered agent of this corporation is:

Lori Bennett
5250 NE 153 Court
Williston, FL 32696

ARTICLE X - VOTING RIGHTS

Except as otherwise provided by law or in these Articles of Incorporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the members of the corporation who have been designated by the Board of Directors as sustaining members in the corporation's membership books or other corporate record books.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be reserved to and vested in the Board of Directors. However, amendment or alteration of the Bylaws can be made only by the affirmative vote of two-thirds of the members of the Board of Directors.

ARTICLE XII - INDEMNIFICATION

a. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actual and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence, or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of members that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

b. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

c. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

d. In addition to the indemnification provided to herein the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of members.

e. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the members, the corporation shall, not later than the time of delivery to the members of written notice for the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each member of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the corporation, 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 so disposed of shall be disposed of by the court having jurisdiction in the county in which the principal officer of the corporation 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.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and proposed by them to the members. The proposed amendment shall be submitted to a vote of the members at any regular or special meeting of the members. If the proposed amendment shall have been adopted by an affirmative vote of a majority of the members, then such amendment shall be adopted.

IN WITNESS WHEREOF, the undersigned has hereunto signed and acknowledged the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth next to her signature.

Lori Bennett
Incorporator
FL DL 550-532-59-850-0

5/8/00
Date

STATE OF FLORIDA
COUNTY OF LEVY

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Lori Bennett, to me known to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 8th day of May, 2000.

Lois Chapin
Notary Public
My commission Expires:

(Notarial Seal)



OFFICIAL SEAL
LOIS CHAPIN
My Comm. Expires
November 20, 2002
Comm. No. CC780688

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 MAY 10 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:

The A.B.L.E. (Achieving Beyond Limited Expectations) Foundation, Inc.

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

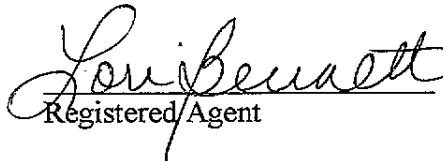
Lori Bennett, 5250 NE 153 Court, Williston, FL 32696.


Chairman of the Board, CEO/Pres.

Date: 5/8/00

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.


Registered Agent

5/8/00
Date