

NO 10000005361

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July 25, 2001

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

FILED
01 JUL 27 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: Articles of Incorporation of United Cerebral Palsy of Northwest
Florida Foundation**

Dear Sir or Madam:

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-07/27/01--01073--005
*****70.00 *****70.00

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation of United Cerebral Palsy of Northwest Florida Foundation; and
2. Our firm check in the amount of \$70.00.

Please file the original Articles of Incorporation and return a file-stamped copy in the enclosed postage paid envelope. Thank you for your assistance in this matter.

Very truly yours,

Gary W. Huston
Gary W. Huston

GWH/pop
Enclosures

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C. BLALOCK JUL 30 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

UNITED CEREBRAL PALSY OF NORTHWEST FLORIDA FOUNDATION, INC.

ARTICLE I

Organization

This corporation elects to be organized as a not for profit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (2000), or any amended or successor statutes.

ARTICLE II

Name

The name of the corporation is United Cerebral Palsy of Northwest Florida Foundation, Inc.

ARTICLE III

Duration

The period of existence of the corporation is perpetual.

ARTICLE IV

Principal Office and Mailing Address

The street address of the initial principal office of the corporation is 2912 North "E" Street, Pensacola, Florida 32501. The initial mailing address of the corporation is 2912 North "E" Street, Pensacola, Florida 32501.

ARTICLE V

Registered Office and Registered Agent

The street address of the corporation's initial registered office in the State of Florida is located at the offices of Clark, Partington, Hart, Larry, Bond & Stackhouse, One Pensacola Plaza, 125 West Romana Street, Suite 800, Pensacola, Florida 32501. The name of the corporation's initial registered agent at that address is Gary W. Huston.

ARTICLE VI

Purpose

The purpose of the corporation is to operate exclusively for the benefit and support of United Cerebral Palsy of Northwest Florida, Inc., a Florida not-for-profit corporation, as long as United Cerebral Palsy of Northwest Florida, Inc. is in existence and is an organization described in I.R.C. § 509 (a) (1) or (2). The Corporation shall pay substantially all of its income to or for the use of United Cerebral Palsy of Northwest Florida, Inc. The Corporation may fulfill its purpose in part by encouraging and facilitating in an efficient cost-effective manner charitable contributions of a capital or endowment nature for the benefit of United Cerebral Palsy of Northwest Florida, Inc. The Corporation shall seek gifts and bequests from a wide range of potential donors in Northwest Florida, through banks or trust companies, through attorneys or other professionals, or in other appropriate ways which call attention to the Corporation as a potential recipient of gifts and bequests made for the benefit of United Cerebral Palsy of Northwest Florida, Inc.

No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors, or officers; no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, officer, or other individual; and no member

shall have any vested right, interest, or privilege in or to the assets, income, or property of the Corporation. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its tax-exempt purpose.

It is intended that the Corporation shall be exempt from federal income tax under Internal Revenue Code § 501(c)(3) [or any amended or successor provision]. These Articles shall be interpreted accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE VII

Corporate Powers

The Corporation shall have all of the powers granted by the Florida Not For Profit Corporation Act, including the corporate powers set forth in § 617.0302, Fla. Stat. (2000), or any amended or successor statute. However, in no event shall the Corporation have or exercise any power or authority or engage in any activities which are not in furtherance of the Corporation's purposes as stated in Article VI hereof.

ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, voluntary or otherwise, the assets of the Corporation remaining after paying or making provision for the payment of liabilities and creditors of the Corporation, shall be distributed in accordance with a plan of distribution adopted by the corporation's Board of Directors, exclusively to United Cerebral Palsy of Northwest Florida, Inc., a Florida not for profit corporation, if it is then in existence and is a corporation recognized as exempt from federal income taxation pursuant to I.R.C. § 501 (c) (3), or any amended or successor

statute; otherwise, distribution shall be made for one or more charitable, scientific, or educational purposes, to one or more organizations described in Internal Revenue Code § 501(c)(3). All assets so distributed shall be used exclusively for charitable, scientific, or educational purposes, preferably to assist persons with developmental disabilities or to fund research concerning developmental disabilities. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the Corporation's principal office is then located, exclusively for charitable, scientific, or educational purposes by one or more organizations organized and operated exclusively for such purposes, as such court shall determine.

ARTICLE IX

Members

This corporation shall not have members.

ARTICLE X

Voting Power

In accordance with Florida Statutes § 617.0721(5) [2000], because the Corporation has no members, the Corporation's directors shall have the sole voting power. All corporate powers must be exercised by or under the authority of the board of directors and the Corporation's affairs will be managed under the direction of the board of directors. The board of directors shall direct the distribution of all of the Corporation's funds exclusively for charitable purposes, within the meaning of Internal Revenue Code § 170(c) [or any amended or successor statute].

ARTICLE XI

Bylaws

The Board of Directors is authorized to make, alter, or repeal the bylaws of the Corporation, except that the bylaws shall not contain any provision conflicting with these Articles of Incorporation.

ARTICLE XII

Directors

The method of election of directors shall be as stated in the Corporation's bylaws. However, notwithstanding any conflicting provision of the Corporation's bylaws, United Cerebral Palsy of Northwest Florida, Inc. shall be entitled to elect, and shall elect, not less than a majority of the Corporation's board of directors if and so long as United Cerebral Palsy of Northwest Florida, Inc. is recognized as an organization described in I.R.C. § 509 (a) (1) or (2), or any successor or amended statute.

ARTICLE XIII

Indemnification

The Corporation shall indemnify each of its directors and officers, including former directors and officers, to the fullest extent allowed by applicable law.

ARTICLE XIV

Incorporator

The name of the incorporator is Gary W. Huston, whose street address is 125 W. Romana Street, Suite 800, Pensacola, Florida 32501 and whose mailing address is P.O. Box 13010, Pensacola, Florida 32591.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing
Articles of Incorporation on July 25th, 2001.

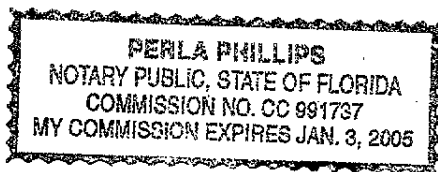
Gary W. Huston
Gary W. Huston, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25th day of July, 2001, by Gary
W. Huston, who did not take an oath and who:

✓ is/are personally known to me.
 produced current Florida driver's license as identification.
 produced _____ as identification.

(Notary Seal Must Be Affixed)



Perla Phillips
Notary Public
Perla Phillips
Name of Notary Printed
For the State of Florida
My Commission Expires: 1-3-05
Commission Number: CC 991737

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501(3), Florida Statutes, the following is submitted: That UNITED CEREBRAL PALSY OF NORTHWEST FLORIDA FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2912 North "E" Street, Pensacola, FL 32501, has named Gary W. Huston, a resident of Santa Rosa County, Florida, whose business street address is 125 West Romana Street, Suite 800, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

UNITED CEREBRAL PALSY OF NORTHWEST
FLORIDA FOUNDATION, INC.

By: *Gary W. Huston*
Gary W. Huston, Incorporator

ACCEPTANCE

Having been named 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 such capacity. I am familiar with, and accept, the obligations of a registered agent and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Gary W. Huston
Gary W. Huston, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA