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**FLORIDA NON-PROFIT CORPORATION**

**CopsCare, Inc.**

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**ARTICLES OF INCORPORATION  
OF**

**CopsCare, Inc.  
A Florida Nonprofit Corporation**

**THE UNDERSIGNED** hereby associates himself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporations for nonprofit.

**ARTICLE I.**

The name of the Corporation is: CopsCare, Inc.

**ARTICLE II.**

The address of the principal office of the Corporation is 1279 NE 79<sup>th</sup> Street, Unit A-4, Miami, FL 33138, and the mailing address of the Corporation is 19521 W. Lake Drive, Miami, FL 33015. However, this Corporation may, from time to time, move the principal office to any other address within and without the State of Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

**ARTICLE III.**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these Articles by the Department of State for the State of Florida.

**ARTICLE IV.**

The purpose for which the Corporation is organized is:

(1) To utilize specially trained retired and off-duty active officers who will assist community programs and their employees in dealing with high risk situations and by providing positive intervention strategies for social problems, and to assist police families in coping with the high stress of the officer's job, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they may now exist or as they may hereafter be amended.

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private

THIS INSTRUMENT PREPARED BY:  
Edward P. Guttenmacher, Esq.  
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individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(3) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the as they now exist or as they may hereafter be amended.

(4) Upon the dissolution of the corporation, the Board of Directors shall, after paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

(5) Pursuant to Section 617.0202(d) of Florida Statutes, Directors are elected according to the terms of the Bylaws of the corporation.

#### ARTICLE V.

The names and street addresses of the initial Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gerald N. Green	19521 W. Lake Drive Miami, FL 33015
Cathy Hamilton-Green	19521 W. Lake Drive Miami, FL 33015
Linda Green	13221 SW 29 Ct. Davie, FL 33330

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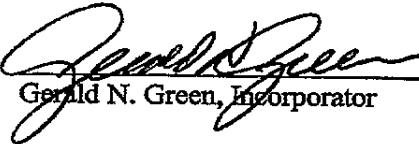
**ARTICLE VI.**

The name and address of the Incorporator is Gerald N. Green, 19521 W. Lake Drive, Miami, FL 33015.

**ARTICLE VII.**

The name and street address of the initial Registered Agent and Registered Office of this corporation is: Gerald N. Green, 19521 W. Lake Drive, Miami, FL 33015.

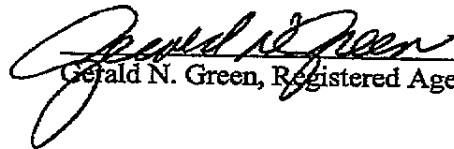
IN WITNESS WHEREOF, I have subscribed my name this 13 day of December, 2001.

  
Gerald N. Green, Incorporator

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**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Gerald N. Green, Registered Agent

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