

NA3000007853

Karen Ryals

2215 East Henry Avenue

Tampa, Florida 33610.

(Address)

(Address)

(City/State/Zip/Phone #)

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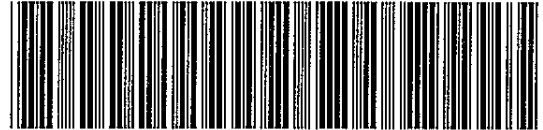
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**ARTICLES OF INCORPORATION
OF
ADVANCEABILITY SOLUTIONS MANAGEMENT, INC.**

ARTICLE I NAME AND TERRITORY

The name of the corporation is: AdvanceAbility Solutions Management, Inc. (the "Corporation"). At the time of the adoption of these Articles of Incorporation, the Corporation's territory includes Hillsborough County, Pinellas County, Pasco County, Hernando County, Citrus County, and Polk County.

ARTICLE II ADDRESS

The address of the principal office of the Corporation is 2215 East Henry Avenue, Tampa, Florida 33610.

ARTICLE III PURPOSE

A. The Corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or successor provisions) (the "Code"). The Corporation's general purposes include, but are not limited to the provision of administrative and management services to United Cerebral Palsy of Tampa, Inc., d/b/a "AdvanceAbility Solutions" ("AAS"), and such other section 501(c)(3) entities in Florida which have as their mission assisting families and individuals with any disability or other barriers in achieving full potential in community inclusion and independence (collectively the "Supported Organizations."). The Corporation may (i) substitute one publicly supported organization within the above class for another publicly supported organization in the same class; (ii) operate for the benefit of new or additional publicly supported organizations of the above class; and (iii) vary the amount of support among the different supported organizations in the above class.

B. The Corporation's activities shall be in furtherance of the purposes set forth in section 509(a)(3)(A) of the Code; that is, the Corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Supported Organizations, so long as the Supported Organizations are exempt from federal income taxation under section 501(a) of the Code and are described in sections 501(c)(3), and 509(a)(1) or 509(a)(2) of the Code. The Corporation shall not engage in activities which are not in furtherance of the Corporation's purposes, as described in this ARTICLE, and is not empowered to operate to support or benefit any organization or organizations other than the Supported Organizations.

C. The Corporation may pay over its income and principal to the Supported Organizations and use its income and principal to carry on activities or programs which support or benefit the Supported Organizations. The purposes set forth in the Articles of Incorporation or governing instruments of the Supported Organizations from time to time are incorporated herein by reference as additional purposes of the Corporation; provided that nothing in these Articles of Incorporation shall be construed as granting the Corporation powers or purposes broader than the powers and purposes of the Supported Organizations from time to time specified or which would disqualify the Corporation as a supporting organization under section 509(a)(3) of the Code.

D. Provisions for the regulation of the internal affairs of the Corporation are as follows:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code, and in any corresponding laws of the State of Florida), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

3. Notwithstanding any other provisions of these Articles, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV NO MEMBERS

The Corporation shall not have members.

ARTICLE V DIRECTORS

The Board of Directors shall at all times consist of at least six (6) directors. The number, qualifications, and manner of election of directors shall be as set forth in the Bylaws.

ARTICLE VI AMENDMENTS

These Articles of Incorporation may be amended only by or with the approval of a majority of the entire Board of Directors.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to AAS, if then in existence and if qualified under section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), otherwise for one or more exempt purposes within the meaning of section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), that are in furtherance of the mission and purposes of AAS, or shall distribute the assets 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 a court of competent jurisdiction 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the registered office of the Corporation is 2215 East Henry Avenue Tampa, Florida 33610. The name of the registered agent at that address is Karen Ryals.

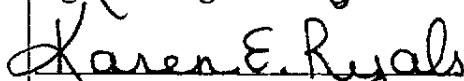
ARTICLE IX INCORPORATOR

The name and address of the incorporator is: Karen Ryals, 2215 East Henry Avenue Tampa, Florida 33610.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

9-3-03
Date


Signature/Incorporator

9-3-03
Date

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