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September 5, 2003

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: **AdvanceAbility Solutions Management, Inc. and  
AdvanceAbility Solutions Foundation, Inc.**

Dear Sir or Madam:

Enclosed are the articles of incorporation and two copies for each of two separate nonprofit corporations to be called "AdvanceAbility Solutions Management, Inc." and "AdvanceAbility Solutions Foundation, Inc." Also enclosed is check for each corporation in the amount of \$78.75 to cover the filing fee plus the fee for a certified copy.

Please send the certified copy for each entity as soon as possible in the enclosed FEDEX return envelop to the undersigned. The return envelope will bill the cost of shipping to me. If you have any questions, please feel free to contact me at 202-466-6550.

Sincerely,

  
D. Benson Tesdahl

Enclosures

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

FILED  
03 SEP -8 PM 3: 59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I      NAME AND TERRITORY**

The name of the corporation is: AdvanceAbility Solutions Foundation, 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 supporting the charitable purposes of United Cerebral Palsy of Tampa, Inc., d/b/a "AdvanceAbility Solutions" ("AAS"), through the establishment of a foundation to raise funds, establish an endowment, and provide long-term financial support for AAS. The Corporation shall seek to establish a multi-dimensional fund development plan designed to further the financial stability and future growth of AAS.

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 AAS, so long as AAS is exempt from federal income taxation under section 501(a) of the Code and is 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 AAS.

C. The Corporation may: pay over its income and principal to AAS; use its income and principal to carry on activities or programs which support or benefit AAS; engage in fundraising activities for AAS or for its supporting programs; and, subject to the limitations set forth above, receive and maintain a fund or funds of money or other property, both personal and

real, and subject to the restrictions and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the stated charitable, educational, or scientific purposes of AAS. The purposes set forth in the Articles of Incorporation or governing instruments of AAS 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 AAS 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 MEMBERSHIP**

The sole member of the Corporation shall be AdvanceAbility Solutions Management, Inc. ("AAS Management"). If at any time AAS Management should cease to qualify as a § 501 (c)(3) public charity, AAS shall automatically become the sole member of the Corporation. The following actions may be taken only by or with the approval of the member: (i) election of directors; (ii) removal of any director; (iii) adoption of annual operating and capital budgets; (iv) approval of any unbudgeted expenditure, guaranty, obligation, agreement or combination thereof that singly or in the aggregate exceeds \$2,500 in value; (v) approval of any transaction outside the ordinary course of business; (vi) approval of any new programs or initiatives; (vii) selection or removal of the chief executive officer of the Corporation; (viii) adoption of any amendment to

the Articles of Incorporation or Bylaws; (ix) merger of the Corporation; (x) sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; (xi) voluntary dissolution of the Corporation; and (vii) adoption of a plan of distribution of the assets of the Corporation upon dissolution. The member shall have such other voting rights as may be provided in the Bylaws of the Corporation.

#### **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 the sole member of the Corporation.

#### **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.

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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.

Karen E. Ryals  
Signature/Registered Agent

9-3-03  
Date

Karen E. Ryals  
Signature/Incorporator

9-3-03  
Date