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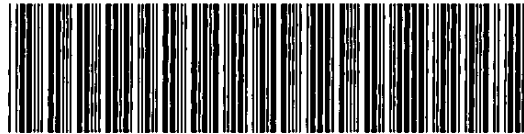
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07 JUN 15 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Center for Innovative Education and Prevention, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Donna Wilson, Ph.D.
Name (Printed or typed)

127 West Fairbanks Avenue #235
Address

Winter Park, Florida 32789-4312
City, State & Zip

407 740 8095
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
of**

Center for Innovative Education and Prevention, Inc.

a Florida Not for Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Title XXXVI, Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation.

1. **NAME OF CORPORATION:** The name of the corporation is Center for Innovative Education and Prevention, Inc.
2. **PRINCIPAL OFFICE:** The principal office of the corporation is located at 127 West Fairbanks Avenue #235 - Winter Park, Florida 32789-4312.
3. **MAILING ADDRESS:** The mailing address of the corporation is 127 West Fairbanks Avenue #235 - Winter Park, Florida 32789-4312.
4. **REGISTERED AGENT:** The name of the registered agent of the corporation is Donna Wilson, Ph.D.. The address of this registered agent is 127 West Fairbanks Avenue #235 - Winter Park, Florida 32789-4312.
5. **DURATION:** The period of duration is perpetual.
6. **BOARD OF DIRECTORS:** The method of election of directors will be as stated in the bylaws.
7. **INCORPORATOR:** The name and address of the incorporator is: Donna Wilson, Ph.D. of 127 West Fairbanks Avenue #235 - Winter Park, Florida 32789-4312.
8. **CORPORATE PURPOSES:** The purposes for which the corporation is organized are as follows.
 - (a) Generally:
 - (i) To receive and administer funds and to operate exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code") and to give funds and property from time to time to other organizations to be used for held for use) directly in carrying out one or more such purposes;
 - (ii) To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the corporation; and
 - (iii) To do such things and to perform such acts to accomplish its purposes as the board of directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida; and
 - (b) Specifically, to raise awareness of, and decrease the incidence of, and prevent, heart disease, stroke, and other preventable diseases and disorders by:

- (i) Generating, making, providing, delivering, presenting, and distributing goods, services, literature, software, presentations, and other resources;
- (ii) Providing administrative support and collaboration in support of the above; and
- (iii) Performing all other acts permitted under the law of Florida in support of the above.

9. 501(c)(3) LIMITATIONS

- (a) Notwithstanding any other provision of these articles, this corporation shall not carry on activities that are not permitted to be carried on by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (b) This corporation is not organized for, nor shall it be operated for, the primary purpose of generating pecuniary gain or profit. The corporation shall not distribute any gains, profits or dividends to the directors or officers, or to any individual, except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- (c) No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- (d) Upon winding up and dissolution of the corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

- 10. INDEMNIFICATION.** Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors or administrators) may be entitled apart from this Article.

These Articles of Incorporation are hereby executed by the incorporator on this

June 12, 2007

Donna Wilson, Ph.D.

Donna Wilson, Ph.D.

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07 JUN 15 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Center for Innovative Education and Prevention, Inc., a Florida not for profit corporation.

Donna Wilson, Ph.D.

Donna Wilson, Ph.D.

Date: June 12, 2007

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