

**NO 800002508**Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA**FLORIDA PROFIT/NON PROFIT CORPORATION****HEROS OF PARENTS EVERYWHERE, INC.**

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**ARTICLES OF INCORPORATION  
OF  
HEROS OF PARENTS EVERYWHERE, INC.**

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

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**ARTICLE I - NAME**

The name of the Corporation is: HEROS OF PARENTS EVERYWHERE, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of the principal office of the Corporation is: 1900 NW Corporate Blvd., Suite 225, Boca Raton, FL 33431

**ARTICLE III - PURPOSE**

This Corporation is a not-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. All activities and purpose of the Corporation shall be limited exclusively for charitable or educational purposes, either directly or by contributions to the organization that qualify as exempt under section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended. The purposes for which this Corporation is organized is to actively and financially assist, support and promote families with children who have special needs by any and all activities and means.

**ARTICLE IV - MANNER OF ELECTION**

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of the Board of Directors. The number of the initial Board of Directors for the Corporation shall be as provided for in the Corporation's Bylaws. It is further provided that the number of Directors may be increased or decreased, as provided in the Corporation's Bylaws. Such Directors are to be elected or appointed in the manner proved for by the Corporation's Bylaws.

**ARTICLE V - INITIAL DIRECTORS**

The initial board of directors shall consist of five persons. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than three. The name and address of the persons who will serve on the initial board of directors are:

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<u>Title:</u>	<u>Name &amp; Address:</u>
President	Dr. Laurie M. Emery 1900 NW Corporate Blvd., Suite 225 Boca Raton, FL 33431
Vice-President	Donna Morgan 1900 NW Corporate Blvd., Suite 225 Boca Raton, FL 33431
Secretary	Nicholas Morgan 1900 NW Corporate Blvd., Suite 225 Boca Raton, FL 33431
Treasurer	Kara Gualtieri 1900 NW Corporate Blvd., Suite 225 Boca Raton, FL 33431
President Elect	Ian M. Berkowitz, Esq. 2101 NW Corporate Blvd., Suite 300 Boca Raton, FL 33431

#### ARTICLE VI - REGISTERED AGENT

The name and the Florida street address of the initial registered agent are:

Ian M. Berkowitz, Esquire  
Berkowitz & Associates, P.A.  
Boca Corporate Center - Suite 300  
2101 NW Corporate Boulevard  
Boca Raton, Florida 33431

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in the Florida Statutes.*

  
\_\_\_\_\_  
Ian M. Berkowitz, Esquire  
Registered Agent

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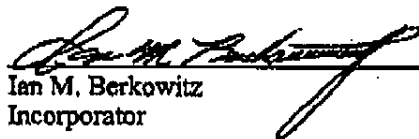
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**ARTICLE VII - INCORPORATOR**

The name and the Florida street address of the incorporator are:

Ian M. Berkowitz, Esquire  
Berkowitz & Associates, P.A.  
Boca Corporate Center - Suite 300  
2101 NW Corporate Boulevard  
Boca Raton, Florida 33431

The undersigned incorporator has executed these articles of incorporation.

  
Ian M. Berkowitz  
Incorporator

3/3/08  
Date

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