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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Autism Services of Florida, Inc.**

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| Page Count            | 07      |
| Estimated Charge      | \$78.75 |

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**ARTICLES OF INCORPORATION  
OF  
AUTISM SERVICES OF FLORIDA, INC.  
(a Florida Corporation Not For Profit)**

*These Articles of Incorporation are filed in accordance with the Chapter 617 of the Florida Statutes to create a Not for Profit Corporation*

**ARTICLE I**

**NAME**

The name of this corporation is AUTISM SERVICES OF FLORIDA, INC., (hereinafter called the "Corporation").

**ARTICLE II**

**PRINCIPAL ADDRESSES OF  
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are located at 2801 County Barn Road, Naples, Florida 34112.

The sole incorporator of the Corporation is Kevin Carmichael. The complete business address of the sole incorporator is 9132 Strada Place, 4<sup>th</sup> Floor, Naples Florida 34108.

**ARTICLE III**

**DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV**

**PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable or educational purpose.

The initial charitable and educational purposes of the Corporation are to:

- (1) Operate a school grades pre-K through 12 for children with special needs;
- (2) Operate a licensed group home for adults with disabilities;
- (3) Operate an Adult Day Training program for adults with disabilities; and

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- (4) Provide individual and small group behavioral therapy for children with special needs.

In accomplishing its initial purpose, the Corporation will promote a diverse curriculum emphasizing educational traditions as well as education methods and therapy specifically designed for children with special needs. For the purposes of these Articles, the term "special needs" is initially defined as children diagnosed with autism and related disorders.

#### ARTICLE V

#### NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

#### ARTICLE VI

#### MANAGEMENT

The Corporation through its Board of Directors shall have the authority to create one or more classes of Directors with differing rights and obligations to the Corporation. The classes of Directors and their rights and obligations shall be as set forth in the Bylaws.

Management of the Corporation shall be vested in the Corporation's voting members of the Board of Directors. There shall be not less than three (3) and not more than nine (9) voting directors. Initially there shall be five (5) voting directors. Additional voting directors may be added up to Nine (9) or reduced to three (3) at the discretion of the Board in accordance with the Bylaws.

The Board of Directors may appoint and remove one or more non-voting directors to assist in the management of the Corporation.

#### ARTICLE VII

#### INITIAL VOTING DIRECTORS

The name and mailing address of the initial voting directors of the Corporation shall be:

Dorothy Breen  
2801 County Barn Road  
Naples, Florida 34112

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Robert Goldman  
2801 County Barn Road  
Naples, Florida 34112

Michael Morris  
2801 County Barn Road  
Naples, Florida 34112

Paul Belfore  
2801 County Barn Road  
Naples, Florida 34112

Susan Suarez  
2801 County Barn Road  
Naples, Florida 34112

Voting Directors shall be elected as provided in the Bylaws.

**ARTICLE VIII**

**MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE IX**

**DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed at the sole discretion of the Board of Directors to or for one or more Public Charities to carry out or support exempt purposes within the meaning of §501(c)(3) of the Code which are similar in purpose and scope to those of the Corporation. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such purposes or to such organizations as said court shall determine, which is (are) organized and operated primarily to provide autism support services to families living in the county or surrounding counties of organization.

**ARTICLE X**

**PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

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No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effect for its first year of operation.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

#### ARTICLE XI

#### NONDISCRIMINATION POLICY

The Corporation will admit students without regard to race, color, national and/or ethnic origin. All students shall have the same rights, privileges, programs, and activities generally accorded or made available to students at the school. The Corporation will not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other Corporation administered programs. The Corporation is aware of the requirements of Rev. Proc. 75-50 and Rev. Rul. 71-447 and will comply with their requirements.

#### ARTICLE XII

#### AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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**ARTICLE XIII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

**ARTICLE XIV**

**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori Wood and Buckel, P.L., 9132 Strada Place, Naples, Florida 34108 and the name of its registered agent at such office is Kevin Carmichael.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 13<sup>th</sup> day of May, 2012.

  
Kevin Carmichael, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN  
THE STATE OF FLORIDA

The name of the Corporation is AUTISM SERVICES OF FLORIDA, INC.

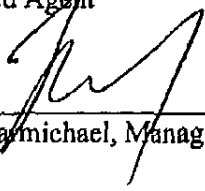
The name of the initial registered agent of the Corporation is Salvatori Wood and Buckel,  
P.L., 9132 Strada Place, Naples, Florida 34108.

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above  
stated Corporation at the place designated in this certificate, I hereby accept the appointment as  
registered agent and agree to act in that 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.

SALVATORI WOOD & BUCKEL, P.L.,  
Registered Agent

By:

  
Kevin Carmichael, Managing Member

Date:

May 23<sup>rd</sup> 2012

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