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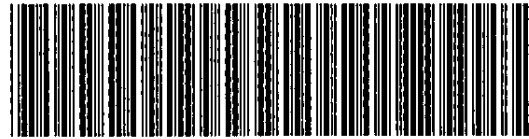
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TALLAHASSEE, FLORIDA

10855 Southwest 228 Terrace  
Miami, Florida 33170

May 20, 2013

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

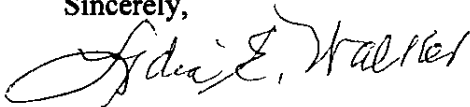
Re: Articles of Incorporation  
International Therapeutic Progressive Pinochle Association, Inc.

Gentlemen:

Enclosed please find one copy of subject articles of incorporation and my check in the amount of \$87 which includes the cost of two certified copies.

Your cooperation is appreciated.

Sincerely,



Lydia E. Walker

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL THERAPEUTIC PROGRESSIVE PINOCHLE ASSOCIATION, INC.  
A Florida Not-for-Profit Corporation

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13 MAY 24 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: The Honorable Secretary of State

The undersigned, acting as the Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation.

Article I: Name

The name of the Corporation shall be International Therapeutic Progressive Pinochle Association, Inc., hereinafter called the "Corporation."

Article II: Principal Office and Mailing address

The initial place and address where the corporate office shall be located is:

10855 Southwest 228 Terrace

Miami, Florida 33170

The Corporate Office shall otherwise be established and moved as determined by the Board of Directors.

Article III: Duration

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

Article IV: Purposes

The purposes for which the Corporation is organized are to operate exclusively for any charitable, educational, cultural, and scientific purposes and activities for which a not for profit corporation may be organized and operated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Code.

- A. To enhance the overall quality of life for individuals diagnosed with Cancer, Diabetes, and Kidney Dialysis patients by utilizing the Therapeutic Pinochle Model as an adjunct activity to ongoing clinical treatments.
- B. To improve cognitive faculties and prevent the decline of mental alertness that can occur with advanced cancer and diabetic patients who undergo rigorous treatment programs.
- C. To decrease social isolation of ambulatory and home-bound patients in a safe, pleasant, and comfortable environment where they can gather and share experiences, meet new friends, socialize, and maintain a positive emotional state of mind.
- D. To improve eye-hand coordination and other related occupational abilities through the repetition of actions required by therapeutic pinochle play.

- E. To stimulate creative thinking and problem solving skills that can be applied to problems the patient identifies in other aspects of their life.
- F. To work in collaboration with the patient and other clinical treatment professionals to set measurable goals for improving the person's functional skills.
- G. To provide all services at no cost for the participants diagnosed with cancer, diabetes and kidney dialysis.
- H. Pursuant to such purposes, the Corporation may conduct activities on its own behalf and it may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as restricted herein.
- I. As a means incidental to accomplishing its purposes, the Corporation shall have all of those powers granted to such a corporation by the laws of the State of Florida, including but not limited to the following:
  - (1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;
  - (2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;
  - (3) To borrow money but only as authorized by its Board of Directors, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated;
  - (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments of securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, device, grant or gift; and
  - (5) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.
- J. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (1) a State of Florida not for profit corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code and its regulations, (or the corresponding provisions of any future United States Internal Revenue Law) or by (2) corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
- K. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to directors, officers, or other private individuals, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations

described in Section 501(c)(3) of the Internal Revenue Code, as amended. However, 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.

#### Article V: Limitations of Corporate Powers

The Corporate powers of this Corporation are as provided in Section 617.0302 of Florida Statutes, except as limited as follows:

- (a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article IV of these Articles of Incorporation.
- (b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) of the Code. However, reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income.
- (c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds. The balance of all money and other property

#### Article VI: Manner of Election of Directors

The manner in which the Directors are elected in the manner and hold office for such terms as provided by the By-Laws.

#### Article VII: Qualification of Members

The initial members of this Corporation shall consist of the Board of Directors. Persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

#### Article VIII: Directors

- A. The initial Board of Directors shall consist of three (3) directors appointed by the incorporators. The number of Directors and their terms of office shall be in accordance with the By-Laws, but shall never be less than three (3) or less than one (1) year.
- B. The future members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws provide.
- C. The Board of Directors shall hold meeting at such time and place the By-Laws may prescribe.

#### Article IX: Meeting of Members

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TALLAHASSEE, FLORIDA

- A. The annual meeting of members for the election of the Board of Directors shall be held at such time and in such manner as the By-Laws shall provide.
- B. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meeting of members.
- C. Twenty-five percent of members shall constitute a quorum for holding of any meeting of members.

#### Article X: Officers

- A. The affairs of the Corporation are to be managed by an Executive Director, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any tow or more offices may be held by the same person.
- B. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

#### Article XI: Amendment

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

#### Article XII: Adoption and Amendment of By-Laws

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the Board of Directors at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be passed by a two-thirds majority of board members. The members may rescind any change to the By-Laws passed by the Board of Directors, or initiate any adoption and/or change to the By-Laws as provided for in the By-Laws and Florida Statutes 617.01011 et seq.

#### Article XIII: Dissolution and Liquidation

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

#### Article XIV: Resident Agent

The address of the initial registered office and address of the resident agent at such address is:

Lydia E. Walker

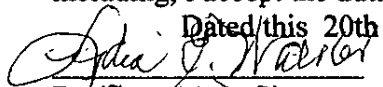
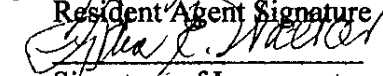
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TALLAHASSEE, FLORIDA

10855 SW 228 Terrace  
Miami, FL 33170

**Acceptance by Resident Agent**

Having been named to accept service for the above stated Corporation at the place designated in these articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, including, I accept the duties and obligations under Section 607.325, Florida Statutes.


Dated this 20th day of May, 2013.

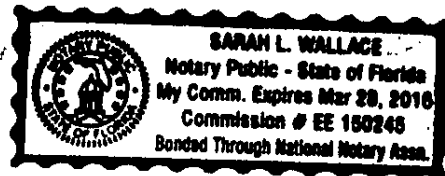
  
Resident Agent Signature  
  
Signature of Incorporator

In Witness thereof, I, Lydia E. Walker, the undersigned subscribing incorporator to the aforesaid articles, do hereby set my hand and seal this 20th day of May, 2013.

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

On this 20th day of May, 2013, before me personally appeared Lydia E. Walker, known by me to be the person described in executing the foregoing instrument, and acknowledge such as her free act and deed.

  
Notary Public  
My Commission expires: March 28, 2016

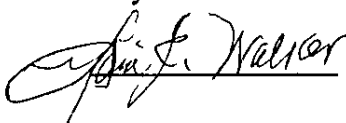


Article XVI: Incorporators

The names and the street addresses of the incorporators for these Articles of Incorporation are:

Lydia E. Walker      10855 SW 228 Terrace, Miami, FL 33170  
Gilbert Raiford, Ph.D. 1501 NE 149St., Miami, FL 33161  
Tiesha Taylor      14707 S. Dixie Hwy, Suite 310., Miami, FL 33176

The undersigned incorporators have executed these Articles of Incorporation this 20th day of May 2013.

 Lydia E. Walker

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA