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FLORIDA PROFIT/NON PROFIT CORPORATION  
The Center for Progress and Excellence, Inc.

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8/1/14

**Bracke, Lori**

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**From:** corphelp <corphelp@DOS.MyFlorida.com>  
**Sent:** Thursday, July 31, 2014 2:18 PM  
**To:** Bracke, Lori  
**Subject:** THE CENTER FOR PROGRESS AND EXCELLENCE, INC.  
**Importance:** High

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Lee Rivers, Internet Support Section  
Florida Division of Corporations

July 9, 2014

SHUMAKER, LOOP & KENDRICK LLP

SUBJECT: THE CENTER FOR PROGRESS AND EXCELLENCE, INC.  
REF: W14000042268

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE CENTER FOR PROGRESS AND EXCELLENCE, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, the undersigned incorporators, being of full age, for the purpose of forming a not-for-profit corporation without capital stock, do hereby accept all of the rights, privileges, benefits and obligation conferred and imposed by said law and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this Corporation shall be "The Center for Progress and Excellence, Inc."

**ARTICLE II**  
**PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of this Corporation shall be located in the County of Lee at 14180 Metropolis Avenue, Suite 2, Fort Myers, FL 33912.

**ARTICLE III**  
**TERM OF EXISTENCE**

The duration of this Corporation shall be perpetual until dissolved according to law.

**ARTICLE IV**  
**CORPORATE PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the following:

- (a) to provide assistance to low income families and children who would otherwise have to wait extended periods to receive therapy or mental health services;
- (b) to benefit and assist families and children of low income or socioeconomic status by providing therapy and mental health services to such persons, which shall include, but not be limited to, Occupational Therapy, Speech Pathology, Psychology, Psychiatry, Behavioral Therapy and Social Work;

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- (c) to receive and administer funds for the benefit of the Corporation, or its successor, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;
- (d) to sell, lease, borrow, encumber, convey and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and expend principal and income therefrom for the purposes set forth in this ARTICLE IV without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law; and
- (e) to do such other lawful acts or activities to accomplish its charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) and the nonprofit corporation laws of the State of Florida.

**ARTICLE V**  
**INITIAL REGISTERED AGENT**

The initial registered agent of this Corporation shall be: Jason Moon. The street address of the initial registered agent of this Corporation shall be: 14180 Metropolis Avenue, Suite 2, Fort Myers, FL 33912.

**ARTICLE VI**  
**INCORPORATORS**

The name and address of the person signing these Articles as Incorporator is:

Jon Skelton, Esq.  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33601

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The method of election and removal of directors shall be as set forth in the Bylaws of the Corporation. The Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, provided that the number of directors is never less than three (3). The names and addresses of the initial Directors are as follows:

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**Elizabeth Dosoretz**  
14180 Metropolis Ave.  
Fort Myers, FL 33912

**Philip Cirrone**  
15159 Oxford Cv.  
Fort Myers, FL 33919

**Amy Fox**  
14180 Metropolis Ave.  
Fort Myers, FL 33912

**Donna Djerf**  
2855 Colonial Blvd.  
Fort Myers, FL 33966

**Ilan Shapiro**  
12138 Ledgewood Cir.  
Fort Myers, FL 33913

#### **ARTICLE VIII** **VOTING**

The method of voting on corporate matters shall be as set forth in the Bylaws.

#### **ARTICLE IX** **INDEMNIFICATION**

The Corporation may indemnify the incorporator, any officer or Director, or any former officer or Director, to the fullest extent permitted by law.

#### **ARTICLE X** **DISSOLUTION**

Upon any dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

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**ARTICLE XI**  
**AMENDMENT**

These Articles may be adopted, altered, amended or repealed only by a majority vote of the Directors present at a regular or special meeting of the Board at which a quorum is present, or by all Directors signing a written statement manifesting their intention that these Articles be adopted, altered, amended or repealed, provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to these Articles, shall be furnished in writing to each Director, at least five (5) days prior to the meeting at which such alteration shall be voted upon.

**ARTICLE XII**  
**LIMITATION ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation on  
this 30 day of June, 2014.

  
\_\_\_\_\_  
Jon P. Skelton, Esq.

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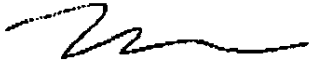
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is The Center for Progress and Excellence, Inc.
2. The name and street address of the registered agent and office in the State of Florida are:

Jason Moon  
14180 Metropolis Avenue, Suite 2  
Fort Myers, FL 33912

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Jason Moon  
Registered Agent

Dated: June 26, 2014

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