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**FLORIDA PROFIT/NON PROFIT CORPORATION
UNITED CERBRAL PALSY OF SOUTH FLORIDA INC.**

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**ARTICLES OF INCORPORATION
OF
UNITED CEREBRAL PALSY OF SOUTH FLORIDA INC.
(a Florida Not-For-Profit Corporation)**

17 MAR 15 AM 9:35
OFFICE OF THE
CLERK OF THE
COURT
MALL ALABAMA

ARTICLE I - Name

The name of this corporation is UNITED CEREBRAL PALSY OF SOUTH FLORIDA INC.

ARTICLE II - Corporate Existence

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this corporation shall be:

2700 West 81st Street
Hialeah, Florida 33016

ARTICLE IV - Purpose

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.

B. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida.

C. This corporation is organized and operated exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding section of any future federal tax code.

ARTICLE V - Limitation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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.

*Prepared by: Roy R. Lustig, Esq.
Fla. Bar No.: 280070
28 West Flagler Street, Suite 710
Miami, Florida 33130*

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, this 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.

ARTICLE VI - Manner of Election

The manner in which the directors are elected or appointed is provided in the bylaws of the corporation.

ARTICLE VII - Initial Registered Office and Agent

The Street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
Roy R. Lustig, Esq.	28 West Flagler Street Suite 710 Miami, Florida 33130

ARTICLE VIII - Board of Directors

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the corporation shall be provided in the By-Laws of the corporation.

ARTICLE IX - Dissolution

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization of each

such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Sections 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and

(c) Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are operated exclusively for such purposes.

ARTICLE X-Dedication of Assets

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed to any corporation associated or affiliated with UNITED CEREBRAL PALSY OF SOUTH FLORIDA INC, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE XI - Initial Directors and/or Officers

<u>Name</u>	<u>Address</u>
Joseph Aniello, Ed.D. President	2700 West 81 st Street Hialeah, Florida 33016
Linda Gluck , CEO/CFO	2700 West 81 st Street Hialeah, Florida 33016
Debbie Terrenzio Vice president	2700 West 81 st Street Hialeah, Florida 33016

ARTICLE XII - Indemnification

The corporation shall indemnify all officers and directors to the fullest extent permitted by law as the law now exists or may be amended hereafter.

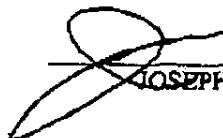
ARTICLE XIII-Incorporator

The name and address of the Incorporator is:

Joseph A. Aniello
2700 West 81st Street
Hialeah, Florida 33016

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 14th day of March, 2017.



JOSEPH A. ANIELLO

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

FIRST - that UNITED CEREBRAL PALSY OF SOUTH FLORIDA INC, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the Miami-Dade County, State of Florida, has named **ROY R. LUSTIG, ESQ.** as its agent to accept service of process within the State.

STATE OF FLORIDA)
COUNTY OF MIAMI - DADE)SS.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said business.

By: ROY R. LUSTIG FALL 1962

17 MAR 15 AM 9:35
OFFICE OF THE STATE
ATTORNEY GENERAL
TALLAHASSEE FLORIDA

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