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DIVISION OF CORPORATIONS  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FAMILY EXTENDED CARE OF SPRING HILL, INC.**

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**ARTICLES OF INCORPORATION  
OF  
FAMILY EXTENDED CARE OF SPRING HILL, INC.  
(a Florida Not-For-Profit Corporation)**

**ARTICLE I - Name**

The name of this corporation is **FAMILY EXTENDED CARE OF SPRING HILL, 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 81<sup>st</sup> 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  
14 N.E. Avenue, Suite 605  
Miami, Florida 33132

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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.

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.	14 N.E. First Avenue Suite 605 Miami, Florida 33132

#### **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

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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 ASSOCIATION OF MIAMI, 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 <sup>st</sup> Street Hialeah, Florida 33016
Linda Gluck , CEO/CFO	2700 West 81 <sup>st</sup> Street Hialeah, Florida 33016
Debbie Terrenzio Vice President	2700 West 81 <sup>st</sup> Street Hialeah, Florida 33016

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**ARTICLE XII - Indemnification**

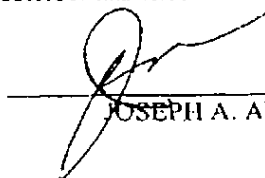
The corporation shall indemnify all officers and directors to the fullest extent permitted by law as the law now exists or may be amended hereafter.

**ARTICLE XIII-Incorporator**

The name and address of the Incorporator is:

Joseph A. Aniello  
2700 West 81<sup>st</sup> Street  
Hialeah, Florida 33016

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of May, 2018.

  
JOSEPH A. ANIELLO

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