

**N21000007251**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ABRAXAS ALLIANCE, INC.**

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Y SULKER  
DEC-29-2021

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ABRAXAS ALLIANCE, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation, effective December 31, 2021:

**ARTICLE I. NAME**

The name of the corporation shall be: Abraxas Alliance, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is: c/o Abraxas Youth & Family Services, 2840 Liberty Avenue, Suite 300, Pittsburgh, Pennsylvania 15222.

**ARTICLE III. SOLE MEMBER**

The sole member of the corporation is Inperium, Inc., a Pennsylvania nonprofit corporation.

**ARTICLE IV. PURPOSE(S)**

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE V. MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the By Laws.

**ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

Corporate Creations Network Inc.  
801 US Highway 1  
North Palm Beach, Florida 33408

**ARTICLE VII. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation:

Peter J. Ennis  
Onc Oxford Centre  
301 Grant Street  
41st Floor  
Pittsburgh, Pennsylvania 15219

FILED  
2021 DEC 28 AM 10:05  
CLARK COUNTY, FL  
CLARK COUNTY STATE

## ARTICLE VIII. CHARITABLE ORGANIZATIONS PROVISIONS

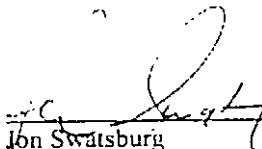
Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

b. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause 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 this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

I submit this document and affirm that the facts stated therein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in S.817.155, F.S.

  
\_\_\_\_\_  
Jon Swatsburg  
Chairman of the Board of Abraxas Alliance, Inc.

Date: 12/28/2021