

LAW OFFICES
W. E. GRISSETT, JR., P.A.
SUITE 115
4751 ATLANTIC BOULEVARD
JACKSONVILLE, FLORIDA 32207

W. E. GRISSETT, JR.

TELEPHONE 904-744-1413
TELEFAX 904-744-1413

N95000000656

January 26, 1995

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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RE: AUTISIM FOUNDATION OF NORTHEAST FLORIDA, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of Autisim Foundation of Northeast Florida, Inc., a corporation not for profit, for filing in your offices. Also enclosed is our check in the amount of \$87.50 representing filing fee of \$35.00 and \$52.50 fee for certified copy of Articles of Incorporation. Please return the certified copy to this office.

Very truly yours,

W. E. Grissett, Jr.
W. E. Grissett, Jr.

WEGjr:sm
enclosures

\$35.00 CERT

*BOB 2/12/95
WEG 2/15/95
2/15/95 N.P.
N95-656*

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1995

W. E. GRISSETT, JR., P.A.
4741 ATLANTIC BLVD.
SUITE B-5
JACKSONVILLE, FL 32207

SUBJECT: AUTISIM FOUNDATION OF NORTHEAST FLORIDA, INC.
Ref. Number: W95000002458

We have received your document for AUTISIM FOUNDATION OF NORTHEAST FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

You must list at least one incorporator with a complete business street address.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 695A00004566

ARTICLES OF INCORPORATION OF
AUTISIM FOUNDATION OF NORTHEAST FLORIDA, INC.,
a corporation not for profit

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We, the undersigned, do hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida, as follows:

ARTICLE I

The name of this corporation shall be AUTISIM FOUNDATION OF NORTHEAST FLORIDA, INC. The principal office of the corporation shall be 4741 Atlantic Blvd., Suite B-5, Jacksonville, Florida 32207-2168.

ARTICLE II - PURPOSE

The purposes for which the corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

(a) To promote, advance, engage in or assist in the development and/or operation of the general welfare of autistic persons wherever they may be; to foster the development of programs in their behalf and to encourage research related to autistic persons and to coordinate their efforts and activities.

(b) To advance, engage in or assist in purposes which are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, (The Code) which shall include without limitation acting as a instrumentality of the City of Jacksonville, Florida or the State of Florida for federal income tax purposes and acting in the furtherance of any particular help to autistic persons.

(c) To have all the rights, privileges, powers and immunities available to corporations not for profit under the laws of the state of its incorporation and, anything herein to the contrary notwithstanding, the enumeration herein of the specific objects and purposes of the corporation shall not limit the powers of the corporation to accomplish any approved charitable, scientific or educational purpose within the meaning of Section 501(c) of the IRC and any regulations promulgated thereunder. All of the assets and earnings of the corporation shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto.

ARTICLE III - MEMBERSHIP

The corporation shall have no members.

ARTICLE IV - BOARD OF TRUSTEES AND INCORPORATORS

The corporation shall have six (6) trustees and incorporators who shall serve for the terms provided in the by-laws of the corporation. The number of trustees may be changed from time to time by the by-laws, but never shall be less than five (5) nor more than fifteen (15). The initial incorporators and trustees are:

Patricia Palazzola
4244 Beacon Tree Court
Jacksonville, FL 32257

Laura Myers
1404 Osceola Ave.
Jacksonville Bch., FL 32250

Cindy Rounds
1312 Wolfe Street
Jacksonville, FL 32205

Helen Walden
7749 West Beaver Street
Jacksonville, FL 32220

Peggy Greco
807 Nira Street
Jacksonville, FL 32207

Marilyn Boyette
1405 Menna Street
Jacksonville, FL 32205

Any vacancy in the office of trustee shall be appointed by the remaining trustees all in accordance with the by-laws of the corporation.

ARTICLE V - AMENDMENTS

Amendments of the Articles of Incorporation shall be proposed and adopted by a majority of the Board of Trustees at a meeting duly called in accordance with the by-laws.

ARTICLE VI - PROHIBITED ACTIVITIES

The corporation shall issue no capital stock. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers or other private persons, including without limitation the manager or developer of its projects, or for the benefit of any purpose except a purpose permitted under Section 501(c)(3) of the Code, 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 II hereof, and may make distributions to governmental entities, if not prohibited by contract.

No 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

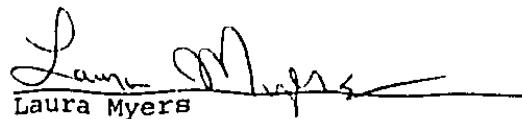
to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any further United States Internal Revenue Law and (b) a corporation, contributions to which are deductible under Section 170(c)(1) of the Code, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VII - DISSOLUTION

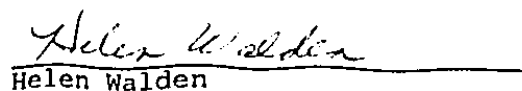
Upon the dissolution of the corporation, any assets remaining shall be conveyed to such other organization or organizations as shall be selected by the affirmative vote of a majority of the Board of Trustees, provided that such other organization or organizations shall be exempt from federal income taxation under Section 501(c)(3) of the Code.

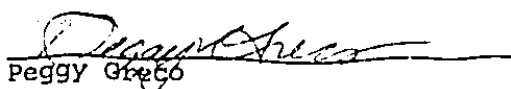
IN WITNESS WHEREOF, the undersigned have executed these Articles this January 19, 1995.

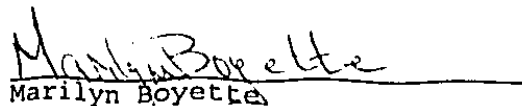

Patricia Palazzola


Laura Myers


Cindy Rounds


Helen Walden


Peggy Greco


Marilyn Boyette

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this January 19, 1995, by Patricia Palazzola, Laura Myers, Cindy Rounds, Helen Walden, Peggy Greco and Marilyn Boyette, as Trustees of Autisim Foundation of Northeast Florida, Inc., a Florida corporation not for profit, on behalf of the corporation. Patricia Palazzola, Laura Myers, Cindy Rounds, Helen Walden, Peggy Greco and Marilyn Boyette are personally known to me and did not take an oath.

Austin Lee Boyette
Notary Public, State of Florida
My Commission Expires:
Commission No.:



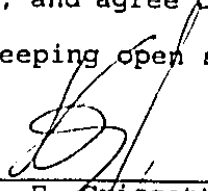
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That AUTISIM FOUNDATION OF NORTHEAST 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 City of Jacksonville, County of Duval, State of Florida, has named W. E. Grissett, Jr., located at 4741 Atlantic Blvd., Suite B-5, Jacksonville, Florida 32207-2168, as its agent to accept service of process within this State.

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



W. E. Grissett, Jr.
Resident Agent