



UNITED  
CEREBRAL

**PALSY OF SOUTHWEST FLORIDA, INC.**

*A private not-for-profit corporation*

*Advancing the independence of people with disabilities*

**July 20, 1998**

810 S.E. 10th Court  
Cape Coral, FL 33990  
Telephone: (941) 574-0068  
Fax: (941) 574-0052

**BOARD OF  
DIRECTORS:**

Geraldine Tucker  
Chairperson

Thomas A. Bringardner  
Edward Oates  
George L. Spelios, DDS  
Steven M. Weinger, Esq.

**BOARD OF TRUSTEES:**

Ann Poe Angel, Esq.  
Vera Bergermann, Esq.  
Joseph Candito  
Heidi Colgate-Tamblyn  
Tara Miller Dane, Esq.  
Ginny DeMas  
Donna Fiala  
Richard Foster  
Nancy Garlick  
J. Michael Matthews  
F. Joseph McMackin  
Jill Rapps  
Gene Snyder  
George Wilson  
Nancy Wood

**OFFICERS OF  
THE CORPORATION:**

Les Leech, Jr.  
President

James G. Weeks PhD  
Secretary/Treasurer

**Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314**

**Re: United Cerebral Palsy of Southwest Florida, Inc. renamed  
herein to Sunrise Community of Southwest Florida, Inc.**

**Dear Sir or Madam:**

Enclosed you will find our check in the amount of \$87.50 to cover the fees for filing Amended and Restated Articles of Incorporation and for providing me with a certified copy of same.

Once filed, please send the certified copy to my attention at the following address. I have enclosed a return envelope for your convenience. Should you have any questions, I can be reached at (305)-273-3013.

**Sherri L. Thorp  
9040 Sunset Drive  
Miami, FL 33173**

**Sincerely,**

**Sherri L. Thorp  
Executive Assistant  
To the President & CEO**

*Amend, Restat & N.C.*  
*7-24-98*  
*CC*

FILED  
98 JUL 24 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100002597571-1-4  
-07/24/98-01043-006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNITED CEREBRAL PALSY OF SOUTHWEST FLORIDA, INC.  
RENAMED HEREIN  
**SUNRISE COMMUNITY OF SOUTHWEST FLORIDA, INC.**  
(A Florida Not-for-profit Corporation)

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98 JUL 24 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **Sunrise Community of Southwest Florida, Inc.**

ARTICLE II - DURATION

The existence of this corporation commenced on the 5th day of May, 1995. 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:

Sunrise Community of Southwest Florida, Inc.  
9040 Sunset Drive  
Miami, FL 33173

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 Not-for-profit corporation as defined in the Florida Not-for-profit Corporation Act. The corporation is not formed for pecuniary profit.

B. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. 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 of the powers vested in a Not-for-profit corporation

organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph B above.

#### ARTICLE V - LIMITATION

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, nonvoting Members, Directors or Officers, other private individuals or organizations organized and operated for a profit; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 3 hereof, to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax described in Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2) or (3) (as the case may be); and/or (c) by an organization contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2) or 2522(a)(2).

#### ARTICLE VI - MEMBERS

The corporation shall have such members as are specified in the bylaws of the corporation.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

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

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
Leslie W. Leech, Jr.	Suite A 9040 Sunset Drive Miami, FL 33173

#### ARTICLE VIII - BOARD OF DIRECTORS

The management of the corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The manner of election of directors and officers of the corporation shall be provided in the

bylaws of the corporation. The names and addresses of the Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
George L. Spelios, DDS	10729 SW 117th Ct. Miami, FL 33186
Geraldine Tucker	8100 SW 133 Court Miami, FL 33183
Steven M. Weinger, Esq.	2650 SW 27th Avenue Miami, FL 33133
Connie Crowther	334 Minorca Ave., Ste 100 Coral Gables, FL 33134
Tom Bringardner	4001 Tamiami Trail N. Naples, FL 34105

#### 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 Not-for-profit organization or organization 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 organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) A Not-for-profit 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 or each of 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 Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE X - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION

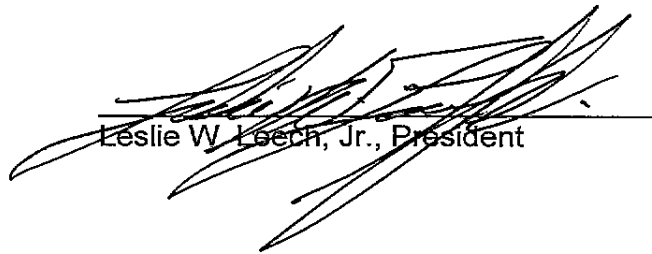
Provisions of the original Articles of Incorporation regarding commencement of corporate existence and any other provision required by law to be retained or included in the Articles of Incorporation, are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

ARTICLE XI - INDEMNIFICATION

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

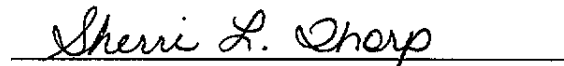
On June 24, 1998, at a duly constituted meeting of the Board of Directors, the Board adopted by unanimous majority vote of 4 Directors and the Sole Member present at the meeting to adopt these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24th day of June, 1998.

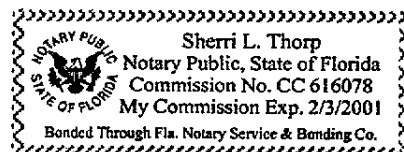
  
Leslie W. Leech, Jr., President

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me, this 24th day of June, 1998, by Leslie W. Leech, Jr., President.

  
Notary Public

ucpswfi.a&art



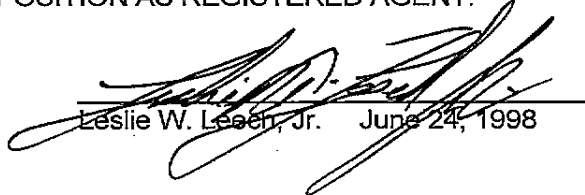
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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: Sunrise Community of Southwest Florida, Inc.
2. The name and address of the registered agent and office is:

Leslie W. Leech, Jr.  
9040 Sunset Drive, Suite A  
Miami, Florida

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Leslie W. Leech, Jr. June 24, 1998

STATE OF FLORIDA  
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 24<sup>th</sup> day of June, 1998  
by Leslie W. Leech, Jr., who is personally known to me, and who did take an oath.

  
Sherri L. Thorp  
NOTARY PUBLIC

My Commission Expires:

