

MARKS & CHONG, P.A.

ATTORNEYS AND COUNSELORS AT LAW

605 East Robinson Street, Suite 510
Orlando, Florida 32801
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Stephen C. L. Chong
Thomas D. Marks

Thomas C. Shaw
Of Counsel

N95000002221

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32302

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Re: The Foundation for Adolescents and Children
with Acquired Brain Injuries, Inc.

Dear Sirs:

Enclosed is the original and one (1) copy of the Articles of Incorporation of The Foundation for Adolescents and Children with Acquired Brain Injuries, Inc. for filing with your office. Also find enclosed a check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 registered agent fee. Please return the certified copy to me in the envelope provided.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,

Stephen C. L. Chong

SCLC/th
Encl.

cc: Donna Check
Debbie Becker

FILED
95 MAY -9 AM 11:27
TALLAHASSEE, FLORIDA
H. SIMS MAR 24

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1995

STEPHEN C. L. CHONG, ESQUIRE
605 E ROBINSON ST, 510
ORLANDO, FL 32801

SUBJECT: THE FOUNDATION FOR ADOLESCENTS AND CHILDREN WITH
ACQUIRED BRAIN INJURIES, INC.
Ref. Number: W95000006559

We have received your document for THE FOUNDATION FOR ADOLESCENTS AND CHILDREN WITH ACQUIRED BRAIN INJURIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 695A00013417

MARKS & CHONG, P.A.

ATTORNEYS AND COUNSELORS AT LAW

605 East Robinson Street, Suite 510

Orlando, Florida 32801

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Stephen C. L. Chong

Thomas D. Marks

Thomas C. Shaw

Of Counsel

May 3, 1995

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32302


Re: The Foundation for Adolescents and Children
with Acquired Brain Injuries, Inc.

Dear Sirs:

Pursuant to your letter dated March 24, 1995, enclosed is the revised original and one (1) copy of the Articles of Incorporation of The Foundation for Adolescents and Children with Acquired Brain Injuries, Inc. for filing with your office. We previously mailed you our check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 registered agent fee. Please return the certified copy to me in the envelope previously provided.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,


for Stephen C. L. Chong

SCLC/pp

Encl.

cc: Donna Check

Debbie Becker

ARTICLES OF INCORPORATION
OF

THE FOUNDATION FOR ADOLESCENTS AND
CHILDREN WITH ACQUIRED BRAIN INJURIES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such foundation:

ARTICLE I

NAME

The name of this Corporation shall be The Foundation for Adolescents and Children with Acquired Brain Injuries, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence its corporate existence on the date of filing of these Articles, and shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE III

PRINCIPAL OFFICE

The mailing address of the Corporation's principal office shall be:

516 Via Florence Drive
Apopka, Florida 32712

ARTICLE IV

PURPOSE

The purpose of this Corporation is organized shall be:

A. education of families on treatment and rehabilitative services available to adolescents and children with acquired brain injuries;

B. case management services for adolescents and children with acquired brain injuries; and

C. payments to providers for treatment and rehabilitative services for adolescents and children with acquired brain injuries.

ARTICLE V

LIMITATION ON ACTIVITIES

A. 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 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 (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

B. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

E. The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

F. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

CAPITAL STOCK

A. This Corporation shall be organized on a non-stock basis.

B. No part of 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.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may increase from time to time in accordance with the Bylaws, but the board of directors must never have fewer than three (3) directors pursuant to Section 617.0803, Florida Statutes. The name and street address of the initial directors of this Corporation are:

Ms. Donna Check
516 Via Florence Drive
Apopka, Florida 32712

William Burke
350 Pinellas Bay Way, #1
Tierre Verde, FL 33715

Ms. Debbie Becker
294 Hound Run Place
Casselberry, Florida 32707

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Ms. Donna Check
516 Via Florence Drive
Apopka, Florida 32712

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of this Corporation shall be as follows:

Ms. Donna Check
516 Via Florence Drive
Apopka, Florida 32712

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Federal Tax Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 XII

INDEMNIFICATION

The Corporation will indemnify any director, officer, registered agent, or incorporator made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as Director or officer of the corporation, or as Director, officer, employee or agent of any other entity which he or she served at the request of the corporation) against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein (but not for taxes, penalties or fines), if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

ARTICLE XIII

AMENDMENT

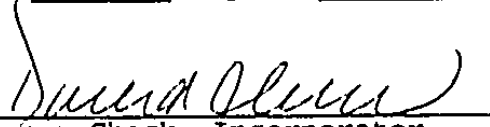
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XIV

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

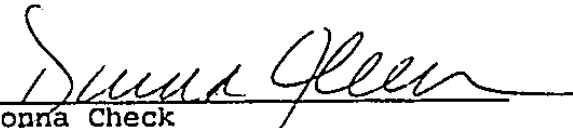
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 10th day of March, 1995.


Donna Check, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10th day of March, 1995.


Donna Check

FILED
95 MAY -9 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA