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DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 844264 903020

AUTHORIZATION :

COST LIMIT : *Patricia Pyjts*

ORDER DATE : February 12, 1996

ORDER TIME : 4:30 PM

ORDER NO. : 844264

900001713069

CUSTOMER NO: 903020

CUSTOMER: Laura E. Ahlers, Legal Asst
ELLIOT S. SHAW, P.A.

Centurion Plaza, Suite 403
1601 Forum Place
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: L & M COMMUNITY SERVICES, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS: T. BROWN FEB 13 1996

FILED
96 FEB 13 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
L & M COMMUNITY SERVICES, INC.,
a Florida Not For Profit Corporation**

FILED
96 FEB 13 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is L & M COMMUNITY SERVICES, INC.

ARTICLE II

The address of the principal office is Centurion Plaza, Suite 403, 1601 Forum Place, West Palm Beach, Florida 33401.

ARTICLE III

The corporation shall have perpetual duration.

ARTICLE IV

The corporation is a not for profit corporation.

(a) The general purpose for which this corporation is formed is to operate as a non-profit educational, research and development entity for living issues concerning the mentally handicapped and related types of individuals in the manner of a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. The Corporation's Board of Directors may elect to conduct the business of the Corporation as a non-profit entity not qualified to be a Section 501(c)(3) tax exempt

corporation in accord with Federal law, without liability or penalty to them. However, if the Board of Directors expressly resolves at a duly noticed meeting to maintain its research and educational development operations as a §501(c)(3) corporation, the corporation must comply with all requirements of a §501(c)(3) corporation, and if applicable, a private foundation.

(b) If the Board conducts the Corporation's business under 501(c)(3) IRC, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(c) No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for educational, scientific, charitable, religious purposes or any other 501(c)(3) tax exempt organization, as the Board of Directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

(d) *Distribution of Income.* If applicable, the corporation shall distribute its income for each taxable 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 of

1986, or corresponding provisions of any subsequent federal tax law.

(e) *Self-dealing.* If applicable, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(f) *Excess Business Holdings.* If applicable, the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) *Investments Jeopardizing Charitable Purpose.* If applicable, the corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) *Taxable Expenditures.* If applicable, the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

The Board decision not to deem the Corporation as a §501(c)(3) IRC entity shall not interfere with or limit otherwise broad lawfully permitted powers.

ARTICLE V

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes.

(a) *Directors as Membership.* The sole class of members of this corporation shall be its Directors.

(b) *Rights and Liabilities of Members.* The members of this corporation shall have

no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of Directors of the corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The Directors serving as the first Board of Directors shall hold office until the first annual meeting of members, and then the Directors of the Board shall be elected and serve by the method and terms as stated in the corporation's bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie

evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial Directors are:

Elliot S. Shaw	1601 Forum Place, Suite 403 West Palm Beach, FL 33401
Spencer Troy	15 Ridge Boulevard Ocean Ridge, FL 33435
Felecia Hudson	156 Gunva Road West Palm Beach, FL 33413

ARTICLE VII

The street address of the initial registered office of the corporation is Centurion Plaza, 1601 Forum Place, Suite 403, City of West Palm Beach, County of Palm Beach, State of Florida. The name of its initial registered agent at such address is Elliot S. Shaw.

ARTICLE VIII

The name and address of the incorporator is:

Elliot S. Shaw	1601 Forum Place, Suite 403 West Palm Beach, FL 33401
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ARTICLE IX

The Board of Directors shall elect the following officers: President and Executive Director, Secretary/Treasurer, and as many Vice Presidents as determined, if any, by the Board of Directors as well as the establishment of any other officary posts by the Board from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE X

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above concerning corporate action that must be authorized or approved by the members of the corporation, if any, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE XI

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments to these Articles of Incorporation may be adopted by a two-thirds (2/3rds) vote of the full membership of the Board of Directors.

We, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these Articles of Incorporation on February 2nd, 1996.


ELLIOT S. SHAW
Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ELLIOT S. SHAW, known to be and

known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County nforesaid, this 7th day of February, 1996.



LAURA E. AHLERS
MY COMMISSION # CC419144 EXPIRES
May 18, 1997
BONDED THROUGH TROY FARM INSURANCE, INC

Laura E. Ahlers

(Signature of Notary Public - State of Florida)

Laura E. Ahlers

(Print Commissioned Name of Notary Public)

My Commission Expires:

Commission No.:

Personally Known ☒ OR Produced Identification ☐
Type of Identification Produced: _____

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENTS UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH §48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT L & M COMMUNITY SERVICES, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS, c/o CENTURION PLAZA, 1601
FORUM PLACE, SUITE 403, WEST PALM BEACH, FLORIDA 33401 HAS NAMED
ELLIOT S. SHAW, ESQUIRE, REGISTERED AGENT, LOCATED AT: C/O
CENTURION PLAZA, 1601 FORUM PLACE, SUITE 403, WEST PALM BEACH,
FLORIDA, 33401, COUNTY OF PALM BEACH, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



ELLIOT S. SHAW

TITLE:

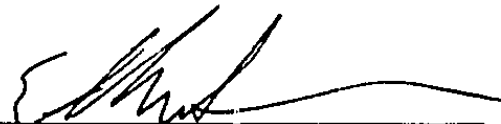
INCORPORATOR

DATE:

FEBRUARY 7th, 1996

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF HIS DUTIES.



ELLIOT S. SHAW, ESQUIRE
REGISTERED AGENT

DATE:

FEBRUARY 7th, 1996