

**MICHAEL F. LANHAM**

Attorney At Law - A Professional Association

*March 25, 1996*  
February-19, 1996

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19 West Flagler Street  
Miami, Florida 33130  
Telephone: (305) 358-7646  
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Department of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

000001759280  
-03/27/96--01043--008  
\*\*\*\*122.50 \*\*\*\*122.50

**TRANSMITTAL LETTER**

RE: Articles of Incorporation  
Paralyzed Veterans Association of Florida Foundation, Inc.

Dear Secretary of State:

Enclosed, per compliance with F.S. 617, is the original and one copy of the Articles of Incorporation of the newly formed **Paralyzed Veterans Association of Florida Foundation, Inc.**

Enclosed is \$122.50 for the filing fee (\$35), the designation of the Registered Agent (\$35) and for a certified copy (\$52.50).

If there are any questions concerning these ARTICLES OF INCORPORATION or any other changes that are necessary for this application, please call me at (305) 358-7646 or call Paula Taylor at PVAF at (305) 771-7822 . Thank you for your cooperation in this matter. With regards,

Paula Taylor, Executive Director  
Paralyzed Veterans Assoc. of Florida  
6200 North Andrews Avenue  
Fort Lauderdale, Florida 33309  
(305) 771-7822  
(800) 683-2001

*Michael F. Lanham*  
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(305) 358-7646

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DMC*  
*4/3/96*

ORIGINAL

ARTICLES OF INCORPORATION OF

PARALYZED VETERANS ASSOCIATION OF FLORIDA FOUNDATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under the Nonprofit Corporation Law of Florida, do hereby certify:

ARTICLE I.  
NAME

The name of the Corporation shall be:

Paralyzed Veterans Association of Florida Foundation, Inc.

ARTICLE II.  
ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of this principal office and mailing address of this corporation is:

Paralyzed Veterans Association of Florida Foundation, Inc.  
6200 North Andrews Avenue  
Ft. Lauderdale, FL 33309

ARTICLE III.  
DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IV.  
PURPOSE

The purposes for which this organization is formed are confined to those which are strictly charitable, scientific and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding sections for any future federal tax code, including:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, or educational purposes either directly or buy contributions to organizations, including Paralyzed Veterans Association of Florida, Inc.(PVAF), that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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(b) Without limiting the generality of the foregoing, the purposes for which this corporation shall include by way of illustration and not limitation: (i) to foster the exchange of information and education to the general public on the needs and problems of people who have a spinal cord dysfunction and people with catastrophic disabilities; (ii) to foster the educational opportunities of people with a spinal cord dysfunction through the making of grants to educational institutions for the establishment of student grant and loan funds, and through the making of direct grants or loans to people with a spinal cord dysfunction, with an interest, to enable them to meet the expenses of higher education and/or vocational goals; (iii) to foster medical research, for the cure, rehabilitation, or therapy of people with a spinal cord dysfunction; (iv) to provide people with spinal cord dysfunction and people with a catastrophic disability facilities and other services especially designed to meet their physical, social, and physiological needs such as assisted living, transportation, personal care attendant; (v) to make distributions to organizations, including Paralyzed Veterans Association of Florida, Inc., that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code for any of the above purposes.

(c) To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes herein set forth, and to do all other things incidental to or connected with the purposes herein set forth, which are not forbidden by the Florida Nonprofit Corporation Act or by the Articles of Incorporation.

#### ARTICLE V. LIMITATIONS AND RESTRICTIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

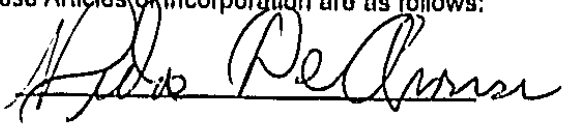

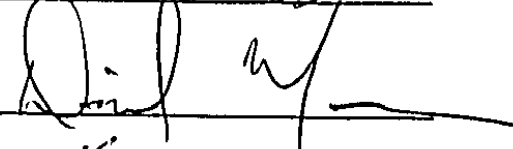
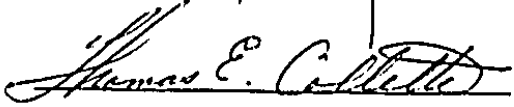
C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed to Paralyzed Veterans Association of Florida, Inc. for use by charitable, scientific and educational organizations, including Paralyzed Veterans Association of Florida, which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

ARTICLE VI.  
MEMBERS

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

ARTICLE VII.  
SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

1. Pedro De Armas  
2652 Abell Road  
Lake Placid, Florida 33852 
2. Ernest Razzano  
6523 Northwest 28th Court  
Margate, Florida 33063 
3. David Monson  
1400 Northwest 19th Street #204  
Miami, Florida 33125 
4. Thomas E. Collette  
5408 Northwest 49th Way  
Tamarac, Florida 33319 

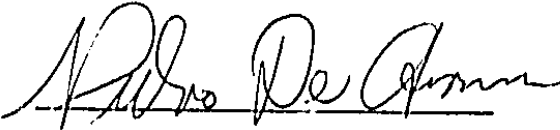
ARTICLE VIII.  
DIRECTORS

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not more than seven (7) Directors and not less than four (4) Directors.

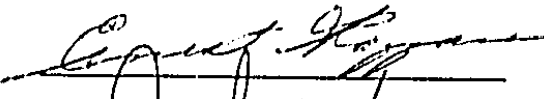
B. The President, Vice President, Secretary and Treasurer of Paralyzed Veterans Association of Florida, Inc., by virtue of their office, will serve as Directors of the Corporation. Any additional Directors will be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

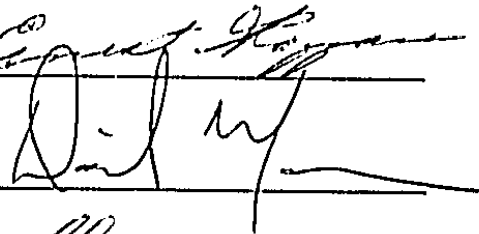
1. Pedro De Armas  
2652 Abell Road  
Lake Placid, Florida 33852



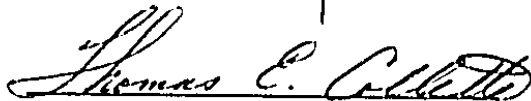
2. Ernest Razzano  
6523 Northwest 28th Court  
Margate, Florida 33063



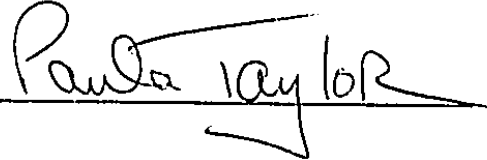
3. David Monson  
1400 Northwest 19th Street #204  
Miami, Florida 33125



4. Thomas E. Collette  
5408 Northwest 49th Way  
Tamarac, Florida 33319



5. Paula Taylor  
2091 Northwest 98th Terrace  
Pembroke Pines, Florida 33024



#### ARTICLE IX. OFFICERS

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and such other officers as may be provided in the Bylaws of the Corporation.

C. The officers shall be elected by the Board of Directors at its first meeting.

D. The names of the officers who shall serve until their successors are elected by the Board of Directors are as follows:

President	Paula Taylor
Vice President	Pedro De Armas
Secretary	Ernest Razzano
Treasurer	Thomas E. Collette

#### ARTICLE X. BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors designated herein. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the Directors.

ARTICLE XI.  
AMENDMENTS

Amendments to these Articles of Incorporation must be approved by a majority vote of the Directors. When an amendment to these Articles of Incorporation is adopted, it shall be filed with the Secretary of State of the State of Florida.

ARTICLE XII.  
INDEMNIFICATION OF DIRECTORS

Each present or future director of this Corporation whether or not then in office, shall be held harmless and indemnified by the Corporation against all claims, liabilities and expenses actually and necessarily incurred or imposed upon him or her in conjunction with or resulting from any action, suit or proceeding, or any settlement or compromise thereof to which he or she may have been made a party by reason of any action or alleged action, either of omission or commission, performed by him or her while acting as a Director in good faith, except in relation to matters as to which recovery shall be had against him or her by reason of his or her being finally adjudged in such action, suit or proceeding as being guilty of willful misconduct in the performance of duties as Director; and the foregoing right of indemnified against any.

ARTICLE XIII.  
REGISTERED OFFICE AND REGISTERED AGENT

The name of this corporation is:

Paralyzed Veterans Association of Florida Foundation, Inc.

The name and address of the individual who shall serve as this corporation's registered agent is.

Michael F. Lanham, Esquire  
Michael F. Lanham, P.A.  
Biscayne Building, Suite #1102  
19 West Flagler Street  
Miami, Florida 33130

I hereby accept my designation as resident agent and agree to serve as the resident agent of the Paralyzed Veterans Association of Florida Foundation, Inc. At the place designated in this certificate. Secondly, I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Paralyzed Veterans Association of Florida Foundation, Inc.



\_\_\_\_\_  
Michael F. Lanham, Esquire