

4/15/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

11:28 AM

((H98000005267)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS, PRO. EMPLOYE CORP. AT COMPANY

DEPARTMENT OF STATE

STATE OF FLORIDA

200 EAST GILLES STREET

TALLAHASSEE, FL 32300

FAX: (904) 222-6000

192 W FLAGLER ST

SUITE 200

MIAMI, FL 33131

CONTACT: MARY STORMONT

PHONE: (305) 541-3894

FAX: (305) 541-3770

((H98000005267)))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: UNITED CEREBRAL PALSY OF NORTHEAST FLORIDA, INC;

FAX AUDIT NUMBER: H98000005267

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/15/1998

TIME REQUESTED: 11:25:54

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H98000005267)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:12:1

*to file 2/19/98*  
*NAME: Jane - 509*

FILED  
96 APR 15 PM 4:06  
SECRET  
FILED

*4/16*

04/15/96 10:08 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 15, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: UNITED CEREBRAL PALSY OF NOETHEAST FLORIDA, INC.  
REF: W96000008093

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

NOTE\*\*\*\* COMPARE NAME IN ARTICLE 1 AND NAME ON THE R.A. CERTIFICATE.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000005267  
Letter Number: 096A00017415

FILED

96 APR 15 PM 4:05

SECRET  
TELETYPE UNIT

ARTICLES OF INCORPORATION  
OF  
UNITED CEREBRAL PALSY OF NORTHEAST FLORIDA, INC.  
(a Florida Not-For-Profit Corporation)

ARTICLE I - Name

The name of this corporation is UNITED CEREBRAL PALSY OF NORTHEAST FLORIDA, INC.

ARTICLE II - Corporate Existence

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. 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:

1411 Northwest 14th Avenue  
Miami, Florida 33125

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 corporation not for profit 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 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 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

Roy R. Lustig, Esq.  
2600 Douglas Rd. #911  
Coral Gables, FL 33134

P.05/08

APR-15-1996 12:05

H96000005267

H96000005267

H 96000005267

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4, 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 under 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 By-Laws of the corporation.

#### ARTICLE VII - Initial Registered Office and Agent

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

##### Registered Agent

Joseph Aniello, Ed.D.  
Executive Director

##### Street Address of Registered Office

1411 Northwest 14th Avenue  
Miami, Florida 33125

#### ARTICLE VIII - Board of Directors

The management of this corporation shall be vested in a Master Board of Directors, the number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the corporation shall be provided in the By-Laws of the corporation.

#### 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 nonprofit organization or organizations 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

H 96000005267

H 960000 05267

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); and/or

(b) a nonprofit 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 of each 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 Sections 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

#### ARTICLE X - Incorporators

The name and address of the person signing these articles:

<u>Name</u>	<u>Address</u>
Roy R. Lustig, Esq.	2600 Douglas Road Suite 911-Douglas Centre Coral Gables, Florida 33134
Jack Schillinger	1225 Northeast 93rd Street Miami, Florida 33138
Tom McGinnis	1400 Carandis Circle West Palm Beach, Florida 33406

#### ARTICLE XI - Indemnification

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15 day of April, 1996.

  
ROY R. LUSTIG

  
JACK SCHILLINGER

  
TOM MCGINNIS

H 960000 05267

HA6000005267

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

FIRST - that UNITED CEREBRAL PALSY 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 the City of Miami, County of Dade, State of Florida, has named JOSEPH ANIELLO, Ed.D. as its agent to accept service of process within the State.

STATE OF FLORIDA     )  
                                  )SS.  
COUNTY OF DADE     )

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

By:   
JOSEPH ANIELLO, Ed.D.

ci/UcpDev.Art

FILED  
96 APR 16 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HA6000005267