

LAW OFFICES
SMITH HULSEY & BUSEY

1000 FIRST UNION NATIONAL BANK TOWER
220 WATER STREET
POST OFFICE BOX 9110
JACKSONVILLE FLORIDA 32201-3310

MICHAEL H. BARNES
JENNIFER L. BLANCHARD
JAMES A. BOWLING
STEPHEN D. BUSEY
DOUGLAS D. HARRIS
WILLIAM J. HARRIS
E. LARRY DREW
THOMAS J. FLYNN
MICHAEL H. GIBBS
LARRY E. GIBBS
JAMES E. HESTER
DENISE M. HESTER
PATRICIA C. JACKSON
LEE D. KELLER
J. DREW KRYE
WILLIAM E. KUNTZ
LAUREN D. LAMPHAM
M. RICHARD LEWIS
JOHN T. MCGEEHAN
RAYMOND D. MADLEY
MARJORIE CLONIE MARAN
BRADLEY H. MARKS

E. GUYEN M. LEE, JR.
N. LEANNE MONTGOMERY
MARY E. McMAHON
JAMES M. MILLER
JAMES H. MOSE
BRYAN L. PUGH
E. LARRY RUSSELL
JOHN A. SAMPSON
JOEL STEPHENSON, JR.
DORIS E. STEVEN
HOWARD J. SMITH
JOHN H. SMITH, JR.
STEVEN J. SPEARS
JAMES J. TAYLOR, JR.
MELISSA S. THORNTON
HERSCHEL T. VINYARD, JR.
TIMOTHY W. VOLPE
WAGDELL A. WALLACE, III
LESLIE A. RICHES
HARRY M. RICHES
KAREL A. FLORETT

196-000003031

LLOYD SMITH
1919 1987
MARK HULSEY
JOHN E. THIBAUDEAU
OF COUNSEL
TELEPHONE
904 350 7700
FACSIMILE
904 350 7708
904 353 8808

June 4, 1996

RECEIVED
JUN 11 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Cerebral Palsy of Northeast Florida Foundation, Inc.

Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Incorporation for Cerebral Palsy of Northeast Florida Foundation, Inc., together with our firm's check for \$70 in payment of the filing fee and the registered agent fee.

After the Articles of Incorporation have been filed, please return a file-stamped copy to us.

Very truly yours,

Kathleen Haggerty
Kathleen Haggerty
Legal Assistant

Enclosures
kh:174624

6-5-96

FILED
JUL 15 1983
CLERK OF COURT
JUL 15 1983

ARTICLES OF INCORPORATION
FOR
CEREBRAL PALSY OF NORTHEAST FLORIDA FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be CEREBRAL PALSY OF NORTHEAST FLORIDA FOUNDATION, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 3311 Beach Boulevard, Jacksonville, Florida 32207-3893.

ARTICLE III - PURPOSES

The specific purposes for which this Corporation is organized are:

(a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1985, as amended (the "Code"), and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual.

(b) To operate without regard to race, creed, age, sex, religion or national origin.

(c) To carry on fund raising and other activities related to the promotion of health of persons.

(d) To make grants, donations, gifts and bequests to Cerebral Palsy of Northeast Florida, Inc. and other charitable organizations owned or controlled by, or under common ownership or control with Cerebral Palsy of Northeast Florida, Inc. The Corporation shall not make grants, donations, gifts or bequests to any entity that does not further the purposes of Cerebral Palsy of Northeast Florida, Inc.

(e) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV - POWERS

The this Corporation shall have the following powers:

(a) To have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

(b) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

(c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(d) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(e) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of this Corporation or the winding up of its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed to Cerebral Palsy of Northeast Florida, Inc. if such corporation is then in existence, is exempt from federal income tax under

Section 501(c)(3) of the Code, and is then being operated for nonprofit purposes similar to those of this Corporation; or if not, then at the direction of the then Directors of this Corporation, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code and that are created and operated for nonprofit purposes similar to those of the Corporation.

ARTICLE VI - DIRECTORS AND THE MANNER OF THEIR ELECTION

There shall be not less than seven nor more than fifteen Directors of this Corporation. The members of the Board of Directors shall include the Chairman of the Board, President, Treasurer, Secretary and Vice-President of Cerebral Palsy of Northeast Florida, Inc. (the "CPNF Executive Board"), in addition to two members of the board of directors of Cerebral Palsy of Northeast Florida, Inc. who are elected as Directors of this Corporation by the CPNF Executive Board to serve for terms having the same duration as their term as a director of Cerebral Palsy of Northeast Florida, Inc. If a Director ceases to be a member of the CPNF Executive Board or a director of Cerebral Palsy of Northeast Florida, Inc., then such Director shall no longer be a Director of this Corporation. In the event of a vacancy on the Board of Directors of this Corporation, the remaining Directors shall elect a successor to fill such vacancy from among persons who are then members of the board of directors of Cerebral Palsy of Northeast Florida, Inc. The Directors of this Corporation

shall meet annually in the month of December to elect Directors and officers of the Corporation.

ARTICLE VII - MEMBERS

The members of this Corporation shall be the Directors.

ARTICLE VIII - BYLAWS

The Directors of this Corporation may adopt bylaws at any regular meeting or at any special meeting called for that purpose, so long as such bylaws are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is Smith Hulsey & Busey, 1800 First Union National Bank Tower, 225 Water Street, Jacksonville, Florida 32202.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is Dennis L. Blackburn, 1111 River Oaks Road, Jacksonville, Florida 32207.

The undersigned incorporator has executed these Articles of Incorporation this 4th day of June, 1996.



Dennis L. Blackburn, Incorporator

711 FD
36 JUN -5 PM 12:35
TELETYPE UNIT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, Cerebral Palsy of Northeast Florida Foundation, Inc., 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 Cerebral Palsy of Northeast Florida Foundation, Inc.
2. The name and address of the registered agent and office is Smith Hulsey & Busey, 1800 First Union National Bank Tower, 225 Water Street, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND SMITH HULSEY & BUSEY IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. Richard Lewis, Jr.
Its Vice-President

June 4, 1996
Date