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1201 HAYS STREET

FT. LAUDERDALE, FL 33304

900 22-017

900 22-018 TAX

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PRESIDENTIAL
TELECOMMUNICATIONS SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 081493 7115522

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 11, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 081493

CUSTOMER NO: 7115522

CUSTOMER: Ms. Deborah R. Hanley
THE TRANSITIONS PROJECT, INC.

150 S. Pine Island Road,
Suite 100
Fort Lauderdale, FL 33324

500001944755
-09/11/96--01056--021
****122.50 ****122.50

DOMESTIC FILING

NAME: THE TRANSITIONS PROJECT, 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: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 11 PM 2:18

RECEIVED
96 SEP 11 AM 11:50
DIVISION OF CORPORATION

9/11/96

FILY
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 11 PM 2:10

**ARTICLES OF INCORPORATION
OF
THE TRANSITIONS PROJECT, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act hereby causes to be delivered the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is **THE TRANSITIONS PROJECT, INC.**

**ARTICLE II
ADDRESS**

The address of the principal office of the Corporation and the Corporation's mailing address is 150 South Pine Island Road, Suite 100, Plantation, Florida 33324.

**ARTICLE III
PURPOSE**

The exclusive purposes for which this Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively as a tax-exempt charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and to such end, and within such restriction, the Corporation is organized for the following purposes:

To assist individuals with autism to achieve their highest possible level of independent living; to develop living and employment skills; to assist in housing, employment and leisure time activities for individuals with autism; and to assist in training for employment of individuals with autism.

The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Corporation as conferred by the laws of the State of Florida and shall be understood to be in furtherance of, and in addition to, such general

powers conferred on corporations not for profit under the provisions of Chapter 617 of the Florida Statutes, as the same may be amended from time to time, or the provisions of any similar law.

ARTICLE IV **ELECTION OF DIRECTORS**

The Directors shall be elected and/or appointed as stated in the Bylaws of the Corporation.

ARTICLE V **INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have three (3) members of the Board of Directors to hold office until their successors are duly elected and qualified.

The following persons shall constitute the initial Board of Directors of the Corporation:

<u>Name</u>	<u>Address</u>
Gary Kabot	9200 N.W. 14th Court Plantation, FL 33322
Glenn Asaff	220-5 Reservoir Street Needham, MS 02194
Roberto Tuchman	450 Sabal Way Fort Lauderdale, FL 33326

ARTICLE VI **LIMITATIONS**

(1) The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any member, member of the Board of Directors, officer or any private individual; provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) No substantial part of the activities of the Corporation shall be dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation

shall not participate in, or intervene in (including the publication or distribution or statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and its Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

(4) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII **DISSOLUTION**

This Corporation is not for profit and, therefore, it shall never distribute any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles of Incorporation that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes set forth in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to THE MARINO FOUNDATION, a Florida Not For Profit Corporation, if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Code (or any successor legislation) or if said organization is not still in existence and qualifying as tax exempt, then said distribution shall be made to any other exempt organization(s) under Section 501(c)(3) of the Code (or any successor legislation) as the Board of Directors (or in their absence, as a court of competent jurisdiction) shall determine.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 150 South Pine Island Road, Suite 100, Plantation, Florida 33324, and the name of the Initial Registered Agent of the Corporation is Deborah R. Hanley.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

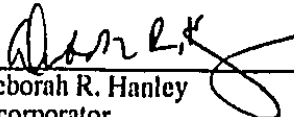
Name

Address

Deborah R. Hanley

671 N.W. 89th Avenue
Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of September, 1996.



Deborah R. Hanley
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

ss:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 11 PM 2:18

Sworn to and subscribed before me this 10 day of September, 1996, by
DEBORAH R. HANLEY,

- ☒ Personally known to me; or
☐ Produced Identification; Type of Identification produced

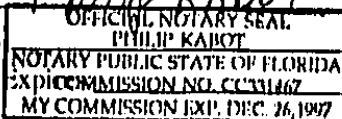
NOTARY PUBLIC:

By:

Print Name:

Commission No.

My Commission



ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of THE
TRANSITIONS PROJECT, INC. as made in the foregoing Articles of Incorporation
inasmuch as I am familiar with the obligations of that position.

Date: September 10, 1996

Deborah R. Hanley
Deborah R. Hanley
Initial Registered Agent