

ND000000007625

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

FILED  
00 NOV 15 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Account Number FCA000000017

Reference: \_\_\_\_\_  
(Sub Account)

Date: 11/15/00

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen (303) 800003464558-2  
Cheryl Iglar (252)

Corporation Name: Creative Kids Count, Inc.

Entity Number (if applicable): \_\_\_\_\_

Authorization: Kim Pullen

<input checked="" type="checkbox"/> Certified Copy (1-9)	<input type="checkbox"/> UCC'S	<input type="checkbox"/> Certificate of Status
<input checked="" type="checkbox"/> New Filings	<input type="checkbox"/> Plain Stamped Copy	<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Amendments	<input type="checkbox"/> Registration

<input checked="" type="checkbox"/> Call When Ready	<input checked="" type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

CF Internal Use Only  
Client: 91214 Matter: 99406

TAL#501656.01

*11-15*

5

**ARTICLES OF INCORPORATION  
OF  
CREATIVE KIDS COUNT, INC.**

**FILED**  
00 NOV 15 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is Creative Kids Count, Inc.. The principal place of business and mailing address is 4421 W. Culbreath Avenue, Tampa, Florida 33609.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provision hereafter in effect. In furtherance of such purposes, the Corporation may (i) provide arts and crafts programs or assemble and distribute arts and crafts kits to children living with their mothers in shelters for abused women, to children residing in hospitals or orphanages, and to such other children identified as in need by social service organizations, and (ii) perform such other actions that support or advance the tax exempt purposes of the Corporation as determined by the board of directors.

The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

**ARTICLE IV**  
**Members**

The Corporation shall have no members.

**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 4421 W. Culbreath Avenue, Tampa, Florida 33609, and the name of its initial registered agent at such address is Gary L. Sasso.

**ARTICLE VI**  
**Directors**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Gary L. Sasso	One Progress Plaza, Suite 2300 200 Central Ave. St. Petersburg, FL 33701-4352
Kristen Lehman	211 S. Moody Avenue Tampa, FL 33609
Kimberly Rueden	Berkeley Preparatory School 4811 Kelly Road Tampa, FL 33615

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Gary L. Sasso	One Progress Plaza, Suite 2300 200 Central Ave. St. Petersburg, FL 33701-4352

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X**  
**Prohibition**

The board of directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under section 501(c)(3) of the Code, or corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

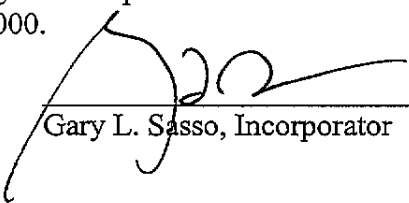
**ARTICLE XI**  
**Indemnification**

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation.

**ARTICLE XII**  
**Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

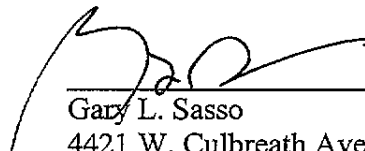
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14<sup>th</sup> day of November 2000.

  
\_\_\_\_\_  
Gary L. Sasso, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 14<sup>th</sup> day of November 2000.

  
\_\_\_\_\_  
Gary L. Sasso  
4421 W. Culbreath Avenue  
Tampa, Florida 33609

**FILED**  
00 NOV 15 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA