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 Tallahassee, Florida 32301
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839537/7875U

March 16, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Great Kids Explorer Club, Inc.

NO10000001870

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

RECEIVED
 01 MAR 16 AM 9:56
 DEPT. OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 FILED
 01 MAR 16 PM 12:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Feb 3/16

ARTICLES OF INCORPORATION
OF
GREAT KIDS EXPLORER CLUB, INC.

A Florida corporation not for profit

ARTICLE 1

NAME

The name of this corporation is: Great Kids Explorer Club, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The purposes of Great Kids Explorer Club, Inc. shall be exclusively charitable in nature, to-wit:

- A. To provide a mentoring program for at-risk children.
- B. To operate exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code). 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

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Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

C. To employ, contract for, or otherwise obtain the services of agents to perform all services required in connection with the carrying out of its aforesaid purposes.

D. To borrow money, to contract debts when necessary to the transaction of its business of for the exercise of its corporate rights, privileges or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation.

E. To have one or more offices and to conduct its business and promote its objectives within the State of Florida without restriction as to place or manner.

F. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.

G. To purchase, take, receive, subscribe for or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests or obligations of, corporations, associations, partnerships or individuals, or direct or indirect obligations of the united States, or any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

H. To purchase, take receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as Trustee, or in any other fiduciary capacity, wheresoever situate.

I. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in this Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, Trustee, or otherwise.

K. To distribute its income for each tax year at such time and in such manner as not to be come subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

L. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

M. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

N. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

O. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

P. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, (or the corresponding provisions of any future United States Internal Revenue Law).

Q. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 336 S. Halifax Drive, Ormond Beach, FL 32177-8111. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is three (3) and the name and address of each person who is to serve as a member thereof are as follows:

Joseph A. Focazio, Jr.
9 Roma Court
Palm Coast, FL 32137

Carl Fremaux
1 John Anderson Drive, Apt. 513
Ormond Beach, FL 32176-5789

Patty Waterhouse-Firkel
c/o First Presbyterian Church
106 E. Church Street
Orlando, FL 32801

The number of directors may be changed from time to time by the by-laws but shall never be less than three.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Joseph A. Focazio, Jr.
9 Roma Court
Palm Coast, FL 32137

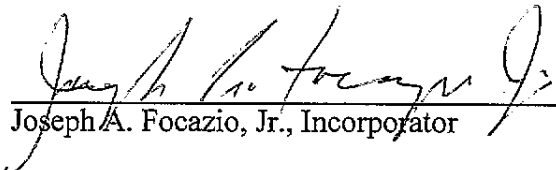
ARTICLE 8

AMENDMENTS TO ARTICLES OF INCORPORATION

These articles may be amended from time to time as necessary, by a majority vote of the board of directors.

ARTICLE 9

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 1 day of March, 2001.


Joseph A. Focazio, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 1ST day of March, 2001, by Joseph A. Focazio, Jr., who is personally known to me ~~or has produced~~ as identification and has not taken an oath.

NOTARY PUBLIC:

Sign: 
Print: _____

State of Florida At Large
(Seal)

My Commission Expires: _____

Title/Rank: _____

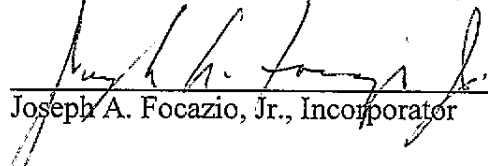
Commission Number: _____

BARBARA R. CALIGUIRE
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. AUG. 28, 2002
COMM. # CC 758519

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, Great Kids Explorer Club, Inc. hereby designates Palmetto Charter Services, Inc., 150 Magnolia Avenue, Daytona Beach, Florida 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

GREAT KIDS EXPLORER CLUB, INC.




Joseph A. Focazio, Jr., Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of Great Kids Explorer Club, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.



By: Thomas S. Hart
Its: Vice President

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