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Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

THE CHILDREN'S CAMPAIGN, INC.

Article I Name of Corporation

The name of this Florida not-for-profit corporation is The Children's Campaign, Inc., (the "Corporation").

Article II Mailing Address

The Corporation's principal place of business is:

The Children's Campaign, Inc. 515 East Park Avenue
Tallahassee, Florida 32301

The Corporation's mailing address is:

The Children's Campaign, Inc. P.O Box 1718 Tallahassee, Florida 32302

Article III Purpose of Corporation

The Corporation is a Florida not-for-profit corporation organized to make children a top political priority by raising public awareness through nonpartisan voter education and activities, and to engage in all other lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as is or may be permitted by Code Section 501(c)(3). All references to the Code in these Articles of Incorporation are to the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future United States tax law.

Article IV <u>Board of Directors</u>

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

Article V <u>Initial Board of Directors</u>

The names and addresses of the persons who shall serve as the initial directors of the Corporation are:

Keith Houck Gray, Harris & Robinson, P.A. 301 East Pine Street, Suite 1400 Orlando, Florida 32802-3068

Dan Stengle Hopping, Green, Sams & Smith, P.A 123 S. Calhoun Street Tallahassee, Florida 32301

Victoria L. Weber Steel Hector & Davis LLP 215 S. Monroe Street, Suite 601 Tallahassee, Florida 32301

Article VI Initial Registered Agent and Office

The name and office address of the Corporation's initial registered agent is:

Roy Miller 515 East Park Avenue Tallahassee, Florida 32301

Article VII Incorporator

The name and address of the person signing these Articles of Incorporation as incorporator is:

Keith Houck Gray, Harris & Robinson, P.A. 301 East Pine Street, Suite 1400 Orlando, Florida 32802-3068

Article VIII Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Code Section 501(c)(3).

Article IX Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Code Section 501(h)), and the Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

Article X

The effective date of the Articles of Incorporation shall be upon filing.

Keith Houck

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of October 2001 by Keith Houck, who is personally known to me or who produced his driver's license as identification and who did take an oath.

My committee Sept. 20, 2003
My

GLENDA C. JAEGER

Notary Public, State of Florida
My comm. expires Sept. 20, 2003
No. CC869388

Bonded thru Ashton Agency, Inc. (800)451-4854

NOTARY PUBLIC:

sign / SUMMA () JO

orint <u>Granda</u> (* . Jan State of Florida (Seal)

My Commission Expires:

9/20/03

CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Name of Corporation: The Childr

The Children's Campaign, Inc., a Florida not-for-profit corporation

Name and Office

Roy Miller

Address of

515 East Park Avenue

Registered Agent:

Tallahassee, Florida 32301

I agree to act as initial registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Roy Miller

Date signed: October 10, 2001

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SECRETARY OF STATE