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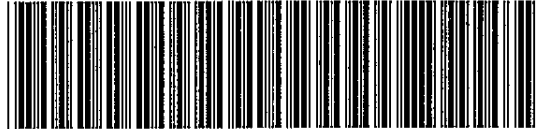
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1-27-04

Susan M. Landrith
1520 E. Sandpiper Circle
Pembroke Pines, FL 33026
954-448-4682

January 16, 2004

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attention: Filing Clerk

Re: Articles of Incorporation of Foundation For Children With Bipolar Disorder, Inc.

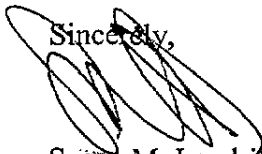
Dear Sir or Madam:

Enclosed is the original Articles of Incorporation for the corporation referenced above for filing with the Secretary of State.

I have enclosed my check in the amount of \$78.75 for the required filing fee.

If you have any questions, please do not hesitate to call me at 954-468-1728.

Sincerely,


Susan M. Landrith

\s
Enclosures

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ARTICLES OF INCORPORATION
OF
FOUNDATION FOR CHILDREN WITH BIPOLAR DISORDER, INC.
(A Florida Not for Profit Corporation)

ARTICLE I - NAME

The name of the Corporation shall be **Foundation For Children With Bipolar Disorder, Inc.** (hereinafter called the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 1520 East Sandpiper Circle, Pembroke Pines, Florida 33026.

ARTICLE III - PURPOSES

- A. The purposes for which the corporation is organized are as follows:
1. To receive and administer money and property for charitable, educational, and scientific purposes; and to establish, foster, maintain or support, through donations of money or property for charitable, educational, and scientific purposes, to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes will be limited to those charitable, educational and scientific purposes that benefit children with bipolar disorder.
 2. Any other charitable purpose permitted under Section 501(c)(3) of the Code.
- B. This corporation shall be limited in its purposes, objectives and activities as follows:
1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation 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 or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States internal revenue law.
 2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Code, or any other corresponding provision of any future United States internal revenue law.

The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2016(a)(2)(A) and 2522 of the Code.

ARTICLE IV - CONTRIBUTIONS

The Corporation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE V - POWERS

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE VI - LIMITATIONS

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director, or officer of the Corporation, or to any 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 the purposes set forth in Article III hereof.

(b) No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation 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, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

(d) This Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

i) Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);

ii) Retain any “excess business holdings” as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);

iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);

iv) Make any “taxable expenditures” as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and

v) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE VII - DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Directors shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

ARTICLE VIII - MEMBERS

The Corporation shall not have Members.

ARTICLE IX - DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE X - INCORPORATOR

The name and address of the sole incorporator of the Corporation is:

Susan M. Landrith
1520 East Sandpiper Circle
Pembroke Pines, FL 33026

ARTICLE XI - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be four (4) or more. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of directors be less than three (3). The Board of Directors will be elected as provided in the Bylaws. The names and addresses of the initial Board of Directors are as follows:

Susan M. Landrith
1520 East Sandpiper Circle
Pembroke Pines, FL 33026

Sara Anderson
422 Calyn Drive
Reading, PA 19607

Susan Montanile
74 Sunset Avenue
Verona, NJ 07044

Margaret I. Hamley
2349 Kevin Court
Juneau, AK 99801-9345

ARTICLE XII - BYLAWS

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by a majority of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

ARTICLE XIV - INITIAL REGISTERED AGENT

The street address of the Corporation's initial registered office in the State of Florida is 7411 Miami Lakes Drive, Miami Lakes, Florida 33014, and the name of its initial registered agent at such office is John Cullen.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Foundation For Children With Bipolar Disorder, Inc. this 18th day of December, 2003.



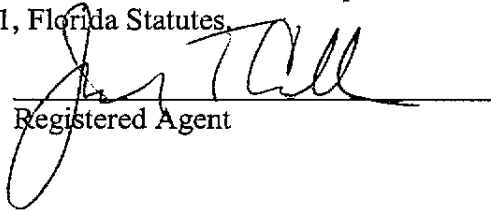
Incorporator

CONSENT OF REGISTERED AGENT

OF

FOUNDATION FOR CHILDREN WITH BIPOLAR DISORDER, INC.

The undersigned, John Cullen, whose business address is 7411 Miami Lakes Drive, Miami Lakes, Florida 33014, hereby accepts appointment as the initial registered agent of **Foundation For Children With Bipolar Disorder, Inc.**, a Florida corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.



Registered Agent

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