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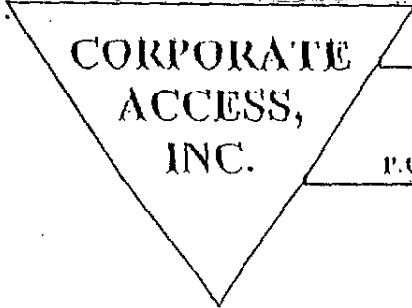
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04 SEP 22 AM 9:36  
DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

9-22-04

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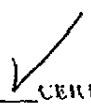
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236 East 6th Avenue Tallahassee, Florida 32301  
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TALLAHASSEE, FLORIDA

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1.) Child Rescue Network, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

# Articles of Incorporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*WE, the undersigned, both of whom are natural persons competent to contract, acting as Incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.*

## I.

The name of the corporation is CHILD RESCUE NETWORK, INC.

## II.

The purposes for which this corporation is organized are as follows:

To operate exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1986, for charitable, scientific, and educational purposes, more specifically to support the search efforts for missing children, raise awareness of children's issues, and to provide educational materials and programs to lower the number of victimized children.

No part of the net earnings of this corporation shall be distributed to or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation to effect one or more of its purposes). No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempt to influence legislation, 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. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers, or other private persons.

## III.

The Board of Directors shall constitute the only members of the Corporation.

IV.

All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The Board of Directors shall consist of not less than three (3) persons. Directors other than the initial directors shall be appointed by a resolution adopted by a majority vote of the initial directors, and when applicable, their successor directors.

V.

The Corporation is to have perpetual existence.

VI.

The address of the initial registered office of the Corporation is 14 E. Washington, Ste. 600, Orlando, Florida 32801, and the initial registered agent at that address is Tom Lang.

VII.

The address of the initial principal office of the Corporation is 1517 East Robinson Street, Orlando, Florida 32801.

VIII.

The name and residence of the Incorporators hereto are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey W. Griesemer	647 Birgham Place, Lake Mary, FL 32746
Charles W. Clickman, Jr.	2102 Sekola Lane, Spring, TX 77386

IX.

The names and addresses of the three (3) persons who are to serve as the first Board of Directors of the Corporation are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Jeffrey W. Griesemer	647 Birgham Place, Lake Mary, FL 32746
Charles W. Clickman, Jr.	2102 Sekola Lane, Spring TX 77386
Leanne B. Shaw	4907 Walden Circle, Orlando, FL 32819

X.

The Directors by the affirmative vote of the majority of the then Directors may propose, amend or restate these Articles of Incorporation and may make, alter, or rescind Bylaws at any time by the affirmative vote of the majority of the then Directors.

XI.

This Corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, as the same may be amended (the "Act").

XII.

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation to the extent allowed by law.

### XIII.

1. Notwithstanding any other provision 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 subsequent Federal tax laws, or
  - (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code of 1986, or the corresponding provision of any subsequent Federal tax laws.
2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
3. 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 corresponding provisions of any subsequent Federal tax laws.
4. The Corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
5. The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
6. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

### XIV.

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, pursuant to procedures contained in the Act, distribute 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 to support the search efforts for missing children, raise awareness of children's issues, and to provide educational materials to lower the number of victimized children, shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine.

In WITNESS WHEREOF, the undersigned have hereto subscribed their names and affixed their seal at Orlando, Florida, this 16 day of September, 2004.

Jeffrey W. Griesemer  
Jeffrey W. Griesemer

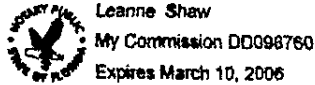
In WITNESS WHEREOF, the undersigned have hereto subscribed their names and affixed their seal at Spring, Texas, this 14 day of SEPTEMBER, 2004.

Charles W. Clickman, Jr.  
Charles W. Clickman, Jr.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16 day of September, 2004 by Jeffrey W. Griesemer, who is known personally to me or who has produced \_\_\_\_\_ as identification.

Leanne Shaw  
NOTARY PUBLIC



Leanne Shaw

Print Name  
My commission expires: March 10, 2006  
Commission No.:

STATE OF TEXAS  
COUNTY OF MONTGOMERY

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of SEPTEMBER, 2004 by Charles W. Clickman, Jr., who is known personally to me or who has produced TX DRIVER'S LICENSE as identification.

Angie M. Bammel  
NOTARY PUBLIC

ANGIE M. BAMMEL

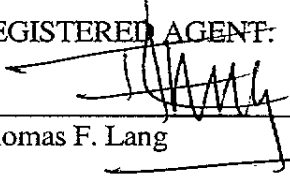
Print Name  
My commission expires: 2-10-07  
Commission No.:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

  
\_\_\_\_\_  
Thomas F. Lang

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