

N 96000003743

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

~~96-14800~~

P. WASSER JUL 16 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/16	_____	_____
TIME	9:30	_____	CK No. _____
BY		_____	_____

WALK-IN Will Pick Up _____

_____ of _____ No. 52813
 RE: Cherish The Children
Foundation Inc

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> (1) Corp. Copy(s) <i>Photo</i>	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1996

CAP CONN

TALL, FL 32301

SUBJECT: CHERISH THE CHILDREN FOUNDATION, INC.
Ref. Number: W96000014800

TALLAHASSEE, FLORIDA

96 JUL 16 PM 2:56

FILED

We have received your document for CHERISH THE CHILDREN FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00034353

Corrected

ARTICLES OF INCORPORATION
OF
CHERISH THE CHILDREN FOUNDATION, INC.

FILED
96 JUL 16 PM 2:15
TALLAHASSEE FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is: Cherish the Children Foundation, Inc.

ARTICLE TWO

PURPOSE OR PURPOSES

The corporation is a not for profit corporation. The purpose for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed is to help disadvantaged children.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

CAPITALIZATION

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 1610 North Myrtle Avenue, Clearwater, Florida, 34615, and the name of its initial registered agent at such address is: Ben Kugler. This shall also serve as the principal office of the corporation.

ARTICLE SIX

DIRECTORS AND INCORPORATORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall not be less than three (3); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on June 1, 1996, at 10:00 A.M., at 1610 N. Myrtle Avenue, Clearwater, FL 34615, at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 A.M., on the first Saturday in June of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution. Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so

taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The number of directors constituting the corporation's initial board of directors and incorporators is 6 (six). The name and residential address of each person who is to serve as a member of the initial board of directors and the incorporators is:

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>
Ben Kugler	2852 Chelsea Pl S. Clearwater, Florida 34619
Judith Kugler	2852 Chelsea Pl S. Clearwater, FL 34619
Marsha Friedman	2577 Dolly Bay Drive, #305 Palm Harbor, FL 34684
Steve Friedman	2577 Dolly Bay Drive, #305 Palm Harbor, FL 34684
Gracia Bennish	109 South Spring Tarpon Springs, FL 34689
Garry Roberts	109 South Springs Tarpon Springs, FL 34689

ARTICLE SEVEN

BOARD OF DIRECTORS

The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Residential Address</u>	<u>Office</u>
Ben Kugler	2852 Chelsea Pl S Clearwater, FL 34619	President
Marsha Friedman	2577 Dolly Bay Drive, #305 Palm Harbor, FL 34684	Vice-President
Steve Friedman	2577 Dolly Bay Drive, #305 Palm Harbor, FL 34684	Asst Vice-President
Gracia Bennish	109 South Spring Tarpon Springs, FL 34689	Secretary
Garry Roberts	109 South Spring Tarpon Springs, FL 34689	Treasurer
Judith Kugler	2852 Chelsea Pl S Clearwater, FL 34619	Sergeant at Arms

ARTICLE EIGHT

LIMITATIONS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE NINE

PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE TEN

DISSOLUTION

Upon the dissolution or winding up of this 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 Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE ELEVEN

AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on the below dates. I hereby accept the designation as registered agent:

Dated: 5/30/96

Ben Kugler
Ben Kugler-incorporator-REGISTERED AGENT

Dated: 5/30/96

Judith Kugler
Judith Kugler-incorporator

Dated: 5/30/96

Marsha Friedman
Marsha Friedman-incorporator

Dated: 5/30/96

Steve Friedman
Steve Friedman-incorporator

Dated: 5/30/96

Gracia Bennis
Gracia Bennis-incorporator

Dated: 5/30/96

Garry Roberts
Garry Roberts-incorporator

TALLAHASSEE, FLORIDA

96 JUL 16 PM 2:56

FILED