

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N 98000000 764

Kids 2000 & Beyond, Inc.

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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Signature _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KIDS 2000 & BEYOND, INC.**

The undersigned subscriber to these Articles of Incorporation, being natural person competent to contract, hereby, for the purpose of forming a Corporation not for profit under Chapter 617, Florida Statutes, as follows:

ARTICLE I: NAME

The name of the Corporation shall be KIDS 2000 & BEYOND, INC (hereinafter referred to as "Corporation").

ARTICLE II: STATEMENT OF CORPORATE NATURE

This is a not-for-profit Corporation organized for the purposes to:

1. Develop community based programs which support the health, functional status and habilitation of children, families, and individual members thereof and other persons in need of health and habilitative services through the development encouragement and promotion of community based programs, projects and services which reduce, and/or delay the need for health care.

2. Develop or establish other health care and education programs and services consistent with the purposes of the corporation.

3. Promote purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) and the regulations pertaining thereto.

4. Do all things necessary or desirable to further the purposes of the corporation.

ARTICLE III: MEMBERS

Any person having an interest in activities which affect the health and habilitation of children, families and individuals is eligible for membership any may become a member when approved by the Board of Directors

ARTICLE IV: SUBSCRIBER

The name and address of the subscriber of this Corporation is as follows:

Frank P. Saier, Esq.
3426-B NW 43rd St.
Gainesville, FL 32606

ARTICLE V: DIRECTORS AND OFFICERS

The business and affairs of the corporation shall be managed by a Board of Directors initially comprised of seven individuals, but the number of board members may be modified as set forth in the By-Laws and shall be not less than three nor more than fifteen persons. The Board of Directors shall elect annually a President, a Vice President, a Secretary/Treasurer, pursuant to the provisions set forth in the By-Laws of this Corporation. The directors shall be elected as provided for in the By-Laws. In the event of a vacancy on the Board of Directors for any reason, including by increase in the number of Directors, the Board shall be authorized to fill such vacancy by majority vote of the remaining members of the Board of Directors.

**ARTICLE VI: INITIAL PRINCIPAL OFFICE ; INITIAL
REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

A. The initial principal office and mailing address of the Corporation is 225 Colonade Circle, Naples, Florida 34103.

B. The initial registered office and name and address of initial registered agent of the Corporation is as follows:

Frank P. Saier, Esq.
3426-B NW 43rd St.
Gainesville, FL 32606

C. Written acceptance of appointment as registered agent as required by §617.0501 is attached hereto as Exhibit "A" to these Articles.

ARTICLE VII: BYLAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors at the first meeting of the Board and may be altered, amended or repealed by a majority vote of the Directors at any regular or special meeting.

ARTICLE VIII: AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed and approved by a majority vote of the Board of Directors.

ARTICLE IX. POWERS

The corporation shall have all powers now or hereafter granted by law to nonprofit corporations under Chapter 617 of the Florida Statutes, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. The corporation shall have the

power and authority to receive, buy and otherwise acquire by gift, devise, inheritance or otherwise, real and personal property of any kind and character necessary to promote the purposes and objectives of the corporation and hold, use, pledge, mortgage, encumber, sell, lease, invest and reinvest the same, and collect and disburse the income and principal thereof for such purposes, and to borrow money and issue notes and bonds of any kind and character. A recitation in any deed of conveyance made by the corporation that the sale has been authorized by a majority of the Board of Directors shall protect the purchaser of such property.

ARTICLE X. FINANCES

1. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto.

2. No earnings of the corporation will in any event inure to the personal benefit of any member, officer, or Board member of the corporation or to any organization or individual; provided, however, that reasonable compensation may be paid to any member, officer or Board member of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated herein.

3. The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors or officers, and said individuals shall not be liable for the debts of the corporation.

4. The corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of subsequent revenue laws).

5. No part of the principal assets or income of the corporation shall be paid to any organizations or individuals in any attempt to influence legislation.

ARTICLE XI: DISSOLUTION OF ASSETS

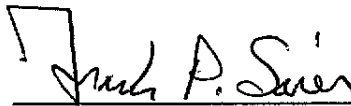
In the event of dissolution of the corporation, all its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any

***CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED***

In pursuant of Chapter 48,091, *Florida Statutes*, the following is submitted, in compliance with said Act:

That KIDS 2000 & BEYOND, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Naples, County of Collier, State of Florida, has named FRANK P. SAIER, ESQ., 3426-B NW 43rd St., Gainesville, FL 32606, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

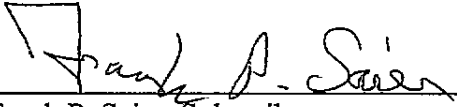


Frank P. Saier, Esq.

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subsequent revenue laws) having goals and objectives similar to those of this corporation as may be selected by the last Board of Directors and none of the assets will be distributed to any members, officers, or directors of this corporation.

NOW THEREFORE, I, the undersigned, being the incorporator and subscriber of this Corporation, for the purposes of forming this not-for-profit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on the dates set forth below.


Frank P. Saier, Subscriber

Date: 2-9-98

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Frank P. Saier, to me personally known and who did take an oath, and who executed the foregoing instrument and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 9th day of February, 1998.


Notary Public, State of Florida

