

N 98000004069

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
98 JUL 13 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Kids Living With AIDS, Inc.

Dear Sir/Madam:

Enclosed for filing please find the original and one (1) copy of the Articles of Incorporation, for the referenced corporation, the original Certificate of Designation of Registered Agent/Registered Office, and our check in the amount of \$70.00 Please file the original Articles and return a copy with evidence of filing to me in the enclosed stamped return envelope, at the address below:

Gabrielle Smith Morley
c/o Kids Living With AIDS, Inc.
16519 Cayman Dr.
Tampa, FL 33624
Telephone: 813/870-1118

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*****70.00 *****70.00

I do not require a certified copy of the Articles and have not included a fee for this. Thank you for your assistance.

Sincerely,

Gabrielle Smith Morley

Gabrielle Smith Morley
gsm
Enclosure(s)

F. CHESSER JUL 14 1998

ARTICLES OF INCORPORATION
OF
Kids Living With AIDS, Inc.
A FLORIDA NONPROFIT CORPORATION

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Article 1. Name. The name of the Corporation is: Kids Living With AIDS, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are (State specific purposes including limitations required by IRS):

To promote the welfare of children infected with the AIDS virus.
B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
<u>Rebecca Gibbs</u>	<u>16519 Cayman Dr. Tampa FL, 33624</u>
<u>Sharon Barnett</u>	<u>13817 Cherry Creek Dr. Tampa FL, 33618</u>
<u>Gabrielle Smith Morley</u>	<u>4701 Estrella St. Tampa, FL, 33629</u>

Article 5. Initial Registered Agent and Office. The initial registered agent is Rebecca Gibbs and the initial registered office 2901 Swann Ave. Tampa, Florida.

Article 6. Initial Board of Directors. The initial Board of Directors shall have 3 members whose names and addresses are:

Name	Address
<u>Rebecca Gibbs</u>	<u>16519 Cayman Dr. Tampa, FL, 33624</u>
<u>Sharon Barnett</u>	<u>13817 Cherry Creek Dr. FL, 33618</u>
<u>Gabrielle Smith Morley</u>	<u>4701 Swann Ave. Tampa, FL, 33629</u>

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Title	Name	Address
President	Rebecca Gibbs	16519 Cayman Tampa FL 33624
Secretary	Gabrielle Smith Morley	4701 Estrella St. Tampa FL 33629
Treasurer	Sharon Barnett	13817 Cherry Creek Dr. Tampa FL 33618

Article 8. Incorporators. The names and addresses of the incorporators of this corporation are:

Name	Address
Rebecca Gibbs	16519 Cayman Dr. Tampa, FL 33624
Sharon Barnett	13817 Cherry Creek Dr. Tampa, FL 33629
Gabrielle Smith Morley	4701 Estrella St. Tampa, FL 33629

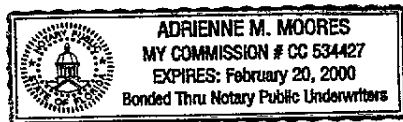
Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 10. Corporate Address. The street address of the Corporation's initial principal office is c/o Outpatient Surgery @ Memorial Hospital of Tampa 2901 Swann Ave
Tampa, FL 33609 [and, if different, the Corporation's mailing address is 16519 Cayman Dr. Tampa, FL 33624]

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this day of July 6, 1998

Rebecca L. Gibbs
Gabrielle Smith Morley
Sharon L. Barnett
 (Signatures of Incorporators)

Acknowledged before me on July 6, 1998 by all above, who
 is personally known to me / _____ produced _____ as identification, and who
 executed the foregoing Articles of Incorporation and acknowledged to and before me that he/she
 executed said instrument for the purposes therein expressed



Adrienne Moores
 NOTARY PUBLIC-STATE OF FLORIDA
 Name: Adrienne Moores
 Commission No.: CC 534427
 My Commission Expires: 2-20-00

I accept designation as registered agent:

Rebecca L. Gibbs