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VALIDATION ONLY

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CORPORATION(S) NAME

**Sweet Dreamz Charitable  
Foundation, Inc.**

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
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| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Examiner
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W.P. Verifier

**CERTIFIED COPY**

**ARTICLES OF INCORPORATION  
OF  
Sweet Dreamz Charitable Foundation, Inc.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation.

**Article 1. Name.** The name of the Corporation is as follows: **Sweet Dreamz Charitable Foundation, Inc.**

**Article 2. Address.** The address of the principal office and the mailing address of the Corporation is: 6043 Kimberly Blvd #D, N. Lauderdale, FL 33068.

**Article 3. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 6043 Kimberly Blvd #D, N. Lauderdale, FL 33068, and the name of its initial Registered Agent at that address is Mary Catherine Oviedo.

**Article 4. No Stock; Members.** The Corporation shall not issue shares of stock. The Corporation may have nonvoting Members in the discretion of the Board of Directors. The qualifications for Members and the manner of their admission shall be as set forth in the Bylaws.

**Article 5. Not For Profit.** The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501 (C)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501 (C)(3) of the Code.

**Article 6. Duration.** The duration (term) of the Corporation is perpetual.

**Article 7. Purposes.** The Corporation is organized, and shall be operated exclusively for charitable purposes, including, but not limited to the promotion of an annual raffle of a rare or unique automobile, the proceeds of which will be donated to local and/or national children's charities.

**Article 8. Powers.** Solely for the foregoing Purposes, the Corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.
- C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

**Article 9. Limitation.** No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but 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 7 (Purposes) hereof.

**Article 10. Tax Exempt Status.** It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(C)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(C)(3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

**Article 11. Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable,

scientific or educational purposes in such manner and to such qualified organization or organizations as to the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Internal Revenue Code of 1986 and is described in section 509(a)(1), (2) or (3) of said Code.

**Article 12. Board of Directors.** There shall be a Board of Directors consisting of at least three (3) individuals. The initial Directors are elected by the Incorporator. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

**Article 13. Officers.** The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

**Article 14. Incorporator.** The name and street address of the Incorporator is as follows: Mary Catherine Oviedo, 6043 Kimberly Blvd #D, N. Lauderdale, FL 33068.

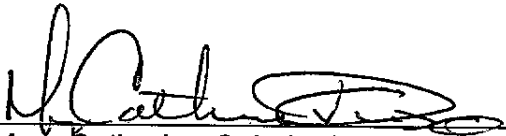
**Article 15. Bylaws.** The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article 16. Amendment.** The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

**Article 17. Indemnification and Civil Liability Immunity.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**Article 18. Commencement of Corporate Existence.** The date when corporate existence shall commence is upon the acceptance of these Articles for filing by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on December 28, 1999, 1999.

  
Mary Catherine Oviedo, Incorporator


**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes of Chapter 617, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:


1. The name of corporation is: **Sweet Dreamz Charitable Foundation, Inc.**
2. The name and address of the registered agent and registered office are:  
MARY CATHERINE OVIEDO, 6043 Kimberly Blvd #D, N. Lauderdale, FL 33068.

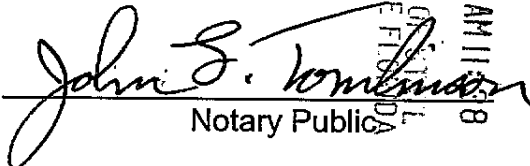
I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 12-31-99

  
Mary Catherine Oviedo, Registered Agent

The foregoing was SWORN TO and SUBSCRIBED before me this 28 day of December, 1999, by Mary C. Oviedo, who is personally known to

 John L. Tomlinson  
My Commission CC720106  
Expires February 26, 2002

  
Notary Public

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SECRETARY OF STATE  
ALLAHSEE FLD00A