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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

pirate foundation, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2000

EMPIRE

SUBJECT: PIRATE FOUNDATION, INC.
REF: W00000015496

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H00000032585
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**ARTICLES OF INCORPORATION
OF
PIRATE FOUNDATION, INC.**

The undersigned incorporator for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the Corporation is **PIRATE FOUNDATION, INC.**

**ARTICLE TWO
INITIAL PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation is 402 S.E. 1st Avenue, Florida City, Florida 33034.

**ARTICLE THREE
PURPOSE**

The Corporation is organized for the purpose of establishing and maintaining a center for the care and support of children of parents who work for a living; to provide shelter, food, care, recreation and learning facilities for such children; and to supervise the play of such children during the daytime while their parents or guardians are employed, including, for such purpose or purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or 1986, or the corresponding section of any future federal tax code. The Corporation shall possess and may exercise any and all powers not prohibited by law for implementing the aforementioned purposes.

(i) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

(ii) No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

These Articles prepared by:
Jose R. Pujols, Esq.
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134
Telephone (305) 569-9533
F.B.N. 936911

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(iii) Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE FOUR DIRECTORS

The method of election and removal of the directors of the Corporation shall be set forth in the bylaws. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

Christopher H. Stanford	547 S.E. 21 Drive, Homestead, Florida 33033
Tammy S. Patten	547 S.E. 21 Drive, Homestead, Florida 33033
Kendall S. Mann	2615 Quakerlanding Road, Greensboro, NC 27455

ARTICLE FIVE MEMBERS

The Corporation will not have members.

ARTICLE SIX INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these articles of incorporation, the name and address of the initial registered agent for the Corporation is Jose R. Pujols, Esq., whose address is 2701 S.W. LeJeune Road, Suite 401, Coral Gables, Florida 33134.

ARTICLE SEVEN INCORPORATORS

The name and street address of the incorporators are as follows:

Jose R. Pujols, Esq.	2701 S.W. LeJeune Road, Suite 401, Coral Gables, Florida 33134
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ARTICLE EIGHT INDEMNIFICATION

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

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ARTICLE NINE
AMENDMENTS

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

ARTICLE TEN
DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal, state, or local government, to be used for public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of June, 2000.


Jose R. Pujols, Incorporator

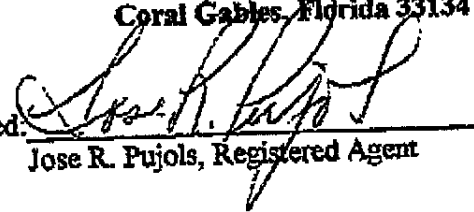
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is **PIRATE FOUNDATION, INC.**
2. The name and address of the registered agent and office of the Corporation is

JOSE R. PUJOLS, ESQ.
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134

Signed:


Jose R. Pujols, Registered Agent

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