

T.SMITH SEP 20 2006

ARTICLES OF INCORPORATION
OF
CAROLYN'S COMPASSIONATE CHILDREN, INC.

The UNDERSIGNED, being a natural person for the purpose of organizing a corporation pursuant to Section 617.0202, Chapter 617, the Florida Not for Profit Corporation Act, as amended (the "Act"), hereby adopts the following Articles of Incorporation to incorporate Carolyn's Compassionate Children, Inc. as a Florida nonprofit corporation:

ARTICLE I

NAME

The name of the corporation (hereinafter referred to as either "Corporation" or "CCC") shall be:

CAROLYN'S COMPASSIONATE CHILDREN, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall

2255 Glades Road, #237
Boca Raton, Florida 33431

ARTICLE III

CORPORATE PURPOSES

The purposes of the Corporation are exclusively charitable and educational, including, but not limited to, performing the following functions:

1. implementing and servicing a program whereby volunteer pen-pal relationships in the United States are created and fostered between critically ill teenagers, on the one hand, and high school students, on the other hand;

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2. providing teen-oriented magazines to hospitals, hospices, clinics, and other facilities caring for critically ill teenagers; and
3. soliciting and receiving, for corporate purposes, gifts, grants and contributions of any kind of property or interest therein, whether real, personal or mixed.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be stated in the Corporation's bylaws.

ARTICLE V

LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617.0302 of the Act, and the Corporation shall not have its corporate power limited under the Act.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Laurie S. Silvers
2255 Glade Road, #237
Boca Raton, Florida 33431

ARTICLE VII

INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is:

Laurie S. Silvers
2255 Glade Road, #237
Boca Raton, Florida 33431

ARTICLE VIII

INITIAL DIRECTORS

The control and management of the affairs of the Corporation shall be vested in a Board of Directors of not less than three (3) directors. The names of those selected to serve as initial directors, beginning with the incorporation of this Corporation and until the first annual meeting of the Corporation or until their successors shall be elected or appointed according to the bylaws are:

Laurie S. Silvers	2255 Glades Road, #237 Boca Raton, Florida 33431
Mitchell Rubenstein	2255 Glades Road, #237 Boca Raton, Florida 33431
David Silvers	2255 Glades Road, #237 Boca Raton, Florida 33431

The bylaws of the Corporation shall prescribe the terms of office and manner of election or appointment of directors.

ARTICLE IX

INITIAL MEMBERS

The Board of Directors shall have the power to provide in the bylaws of the Corporation that the Corporation shall or shall not have a membership. If a membership is so provided for, the qualifications of the members, their manner of selection, any classes of membership, and the rights, duties and voting privileges of members shall be established in the bylaws of the Corporation.

ARTICLE X

TAX EXEMPT STATUS

No part of the assets or net earnings of the Corporation shall inure to the benefit of any director, officer, individual, or, upon membership status being designated pursuant to the Corporation's bylaws pursuant to article nine above, any member of the Corporation (hereinafter referred to as "**member**"), and no director, officer, employee, agent, independent contractor or member, if any, of the Corporation shall receive or be entitled to receive any income of any kind therefrom, except reasonable compensation for services rendered to or for the Corporation in effecting one or more of its purposes.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation is organized exclusively for charitable and educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended (the "Code"), and shall not, directly or indirectly, carry on any activities that would prevent it from obtaining exemption from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activities not permitted to be carried on by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

No director, officer, member, if any, or other individual shall be entitled to share in the distribution of the Corporation's property or assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and in such event all of the remaining property and assets of the Corporation shall, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, be distributed to such organizations, selected by the Board of Directors, as shall qualify under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting, to influence legislation; except that the Board of Directors of the Corporation may, in its discretion and to the extent permitted in Section 501(h) of the Code, make the election described therein. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

During any period for which the Corporation is a private foundation as defined in Section 509(a) of the Code:

- (a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the

Corporation to tax on undistributed income under Section 4942 of the Code.

- (b) The Corporation shall not engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943 of the Code.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation shall not make any taxable expenditures which would be subject to tax under Section 4945 of the Code.

ARTICLE XI

CORPORATE EXISTENCE

The time for the commencement of this Corporation shall be the date of the filing of these Articles of Incorporation as required by law, and the term of its corporate existence shall be perpetual.

ARTICLE XII

INDEMNIFICATION

To the extent permitted by law, the Corporation shall fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

The Corporation shall advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification.

A director of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Act, or (iv) for any transaction from which the director derived any improper personal benefit. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by law, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIII

AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the Act, the Board of Directors of the Corporation is expressly authorized and empowered, except as otherwise provided in these Articles of Incorporation, to adopt, amend and repeal the bylaws of the Corporation.


ARTICLE XIV

RESERVATION OF RIGHT TO AMEND ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles of Incorporation, the Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, as authorized by the laws of the State of Florida in effect at the time of such action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of September, 2000.

Signature of Incorporator:


Laurie S. Silvers

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0101, 617.0202(f) and 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

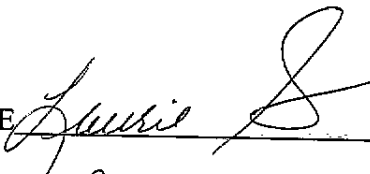
1. The name of the Corporation is:
CAROLYN'S COMPASSIONATE CHILDREN, INC.
2. The name and address of the registered agent and office is:

Laurie S. Silvers
2255 Glades Road, #237
Boca Raton, Florida 33431

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I 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.

SIGNATURE



DATE: September 20, 2000