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FILED

January 11, 2001

01 JAN 16 PM 2:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: STOLEN CHILD 911 TELEVISION NETWORK, INC.
A Florida Corporation, Not For Profit

To whom it may concern:

Enclosed are the signed original and one signed copy of the Amended and Restated Articles of Incorporation for the above named corporation. I am also enclosing a check in the amount of \$43.75 to cover the filing fee and certified copy fee. If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return the same to me.

Should you have any questions, please contact me at:

1630 6th Street NW #13
Winter Haven, FL 33881
(863) 292-8113

Sincerely, /

Daniel Diaz
President

Amend + Restate Art.
1-19-01
DAS

500003538255-0
-01/16/01-01082-027
*****43.75 *****43.75

Dan Diaz GAVE
AUTHORIZATION BY PHONE
CORRECT *Date of Authorization*
DATE *2-1-01*
DOC. EXAM *DAS*

**AMENDED and RESTATED ARTICLES OF INCORPORATION
OF**

**STOLEN CHILD 911 TELEVISION NETWORK, INC.
A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adopted and approved by directors on December 31, 2000.

The undersigned Florida Corporation, under the Florida Not for Profit Corporation Act, §617.1006 F.S., hereby adopts the following Amended and Restated Articles of Incorporation to its articles of incorporation originally filed on December 14, 2000. These amended and restated articles were duly adopted by the corporation's directors. Restated articles of incorporation only restate and integrate and do not further amend the articles of incorporation. All amendments to the articles are adopted pursuant to §617.1007(4) F.S., and there is no discrepancy between the articles of incorporation and the restated articles of incorporation other than the inclusion of amendments adopted pursuant to §617.1007(4) and the omission of matters of historical interest. Amended and restated articles are stated as a such. They were adopted on 12-31-00. Member action wasn't required.

ARTICLE I. NAME OF CORPORATION:

The name of the corporation is Stolen Child 911 Television Network, Inc.

ARTICLE II. PRINCIPAL OFFICE:

The principal office of the corporation is located at 1630 6th Street NW #13, Winter Haven, FL 33881. The mailing address is P.O. Box 0981, Winter Haven, FL 33882-0981.

ARTICLE III. DURATION (amendment)

The term of existence of the Corporation is perpetual.

ARTICLE IV. PURPOSE (amendment)

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- a) To develop a television network to serve the public by educating and raising awareness of the issues surrounding child abduction.

- b) To aid in the recovery of stolen children through collaboration with various charitable organizations as well as law enforcement
- c) To provide a support system for parents and other legal custodial guardians in their quest to find their children in the United States and its Commonwealths.
- d) To provide emergency assistance to parents of abducted children
- e) To provide ongoing services to recovered children and their families.
- f) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- h) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- i) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(1) **501(c)(3) LIMITATIONS:**

(A) CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

i. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

ii. **NO PRIVATE INUREMENT:** The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the

Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

iii. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(B) DISSOLUTION: The decision to dissolve the corporation shall be made by a resolution of the board of directors at a properly called meeting where a majority of the board is present. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to a not-for-profit organization to be used exclusively for charitable and educational purposes.

ARTICLE V. DIRECTORS (amendment)

Directors shall be appointed as provided by the bylaws.

ARTICLE VI. BYLAWS (amendment)

The bylaws of the Corporation are to be made, altered, amended by the board of directors of the corporation.

ARTICLE VII. AMENDMENTS TO ARTICLES (amendment)

These Articles of Incorporation may be amended by the act of the directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the bylaws of the Corporation.

ARTICLE VIII. INDEMNIFICATION (amendment)

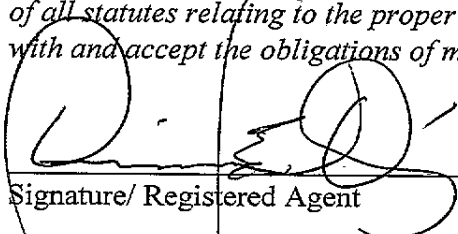
Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this

Article.

ARTICLE IX. REGISTERED AGENT (restatement)

The name and address of the registered agent of the corporation is Daniel Diaz, 1630 6th Street NW #13, Winter Haven, FL 33881.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



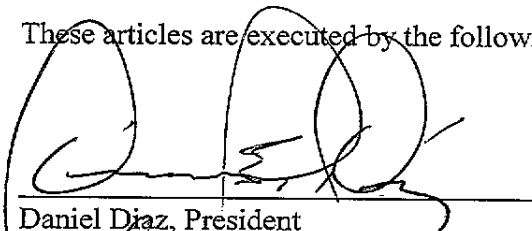
Signature/ Registered Agent

12 Jan 2001

Date

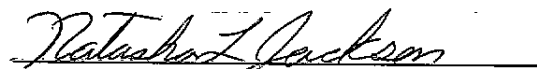
EXECUTION

These articles are executed by the following officer(s) of Stolen Child 911 Television Network, Inc.



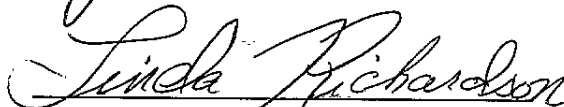
Daniel Diaz, President
12 Jan 2001

Date




Natasha L. Jackson, Secretary
12 Jan. 2001

Date



Linda Richardson, Vice President
Jan. 12, 2001

Date



Kenneth Dale Ellis, Treasurer
12 Jan. 2001

Date