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To:
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Fax Number : (850) 922-4001

From:
Account Name : GREEN SCHOENFELD & KYLE LLP
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FLORIDA NON-PROFIT CORPORATION

Florida Children's Trust, Inc.

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OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

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December 14, 2000

Kevin A. Kyle
Green Schoenfeld & Kyle LLP
1520 Royal Palm Square Boulevard
Fort Myers, Florida 33919

Dear Mr. Kyle:

Re: "Florida Children's Trust, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,


Alex Hager
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

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FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA CHILDREN'S TRUST, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

EFFECTIVE DATE
01-01-01

The undersigned incorporator to these Articles of Incorporation hereby associates, effective as of January 1, 2001, to form a corporation (the "Corporation") not for profit under the laws of the State of Florida (Chapter 617, Florida Statutes).

Article 1
Name

The name of the Corporation is FLORIDA CHILDREN'S TRUST, INC. The Corporation's principal office (and mailing address) is located at 3047 Broadway, Fort Myers, Florida 33901 in Lee County, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

Article 2
Nature of Business

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational or for the prevention of cruelty to children, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). More specifically, subject to the restrictions and limitations of these Articles of Incorporation, the Corporation shall strive to serve children with special health care needs regardless of ability to pay. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

Article 3
Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to

the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

Article 4
Membership

The Corporation shall have no members.

Article 5
Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

Article 6
Incorporator

The name and address of the incorporator of these Articles of Incorporation are: Mike Ellis, 3047 Broadway, Fort Myers, Florida 33901.

Article 7
Officers

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws of the Corporation. Officers shall be elected by the Board of Directors in the manner set forth in the Bylaws.

Article 8
Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of members of the Board of Directors shall be fixed as set forth in the Bylaws of the Corporation; provided, however, the Corporation shall never have less than three (3) members of the Board of Directors. The first Board of Directors, consisting of those persons (but not less than three (3)) who shall serve until their successors are duly elected and qualified, shall be appointed by the incorporator pursuant to Section 617.0205, Florida Statutes.

Article 9
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3047 Broadway, Fort Myers, Florida 33901, and the name of the initial registered agent at such address is Mike Ellis.

Article 10**Bylaws**

The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and the carrying out of the Corporation's purposes as it may deem necessary from time to time.

Article 11**Amendments**

Amendments to these Articles of Incorporation shall be proposed by resolution of the Board of Directors or by the officers of the Corporation and shall be approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with the Bylaws.

Article 12**Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any members, trustees, officers, directors or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, trustees, directors or officers or any other private individual, and the private property of any subscribers, members, trustees, directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws);

(b) engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of any subsequent Revenue Laws);

(c) retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws);

(d) make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or

(e) make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

Article 13

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding provisions of any future Revenue Law), as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any member, trustee, officer or director of the Corporation or any other private individual. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 26th day of December, 2000.



Mike Ellis, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 26, 2000



Mike Ellis, Registered Agent

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