

Division of Corporations

Page 1 of 1

NO10000001368**Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000021294 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : LAW OFFICE OF FREDERICK C. KRAMER
Account Number : I20000000246
Phone : (941) 394-8192
Fax Number : (941) 642-0006

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 27 PM 1:20

FLORIDA NON-PROFIT CORPORATION**THE SARAH TIRRI CHILDREN'S FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Electronic Filing Menu**Corporate Filing****Public Access Help**

H01000021294 3

ARTICLES OF INCORPORATION

OF

THE SARAH TIRRI CHILDREN'S FOUNDATION, INC.

The undersigned, desiring to form a charitable corporation under Florida Statutes Chapter 617, the Florida Not for Profit Corporation Act, hereby certifies:

FIRST: The name of the corporation shall be THE SARAH TIRRI CHILDREN'S FOUNDATION, INC.

SECOND: The street address where the principal office of the corporation is located is 5660 C.R. 561, Clermont, Florida 34711.

THIRD: The corporation is organized and shall be operated exclusively for children's charitable and educational purposes, including for such purposes:

- A. Increasing public awareness of children's needs;
- B. Supporting charity, education and research for children, including presentations by means of exhibits, symposia, publications and other programs;
- C. Conducting or supporting charitable and educational programs for children; and
- D. Making distributions to children-related charitable organizations that qualify as exempt organizations under Section 501(c)(3) of the U.S. Internal Revenue Code of 1954 as amended (hereinafter "code").

Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of Florida upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

FOURTH: The initial member of the corporation (hereinafter "member") shall be the incorporator. The name and address of the initial member and incorporator are:

Sarah F. Tirri
5660 C.R. 561
Clermont, Florida 34711

The bylaws may make additional provisions with regard to the member or members of the corporation including the manner of admission to membership.

H01000021294 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 27 PM 1:20

H01000021294 3

FIFTH: The following persons shall serve the corporation as directors until the first annual meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
Sarah F. Tirri	5660 C.R. 561 Clermont, Florida 34711
Anthony C. Tirri	5660 C.R. 561 Clermont, Florida 34711
Marianne Tirri	960 Cape Marco Drive, Unit 2305 Marco Island, Florida 34145

SIXTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or private individuals, 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 the Third Article. It is intended that this corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the code, and as an organization described in Section 501(c)(3) thereof. These articles shall be construed accordingly, and all powers and activities hereunder 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. No activity of the corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SEVENTH: Notwithstanding anything to the contrary hereinbefore contained, the corporation shall make distributions for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of said code; and the corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of said code), retain any excess business holdings (as defined in Section 4943(c) of said code), make any investments in such manner as to subject the corporation to tax under Section 4944 of said code, or make any taxable expenditures (as defined in Section 4945(d) of said code).

EIGHTH: Upon the dissolution of the corporation, the board of trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, educational or scientific purposes to such "qualified" organization or organizations as the board of trustees shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the code.

H01000021294 3

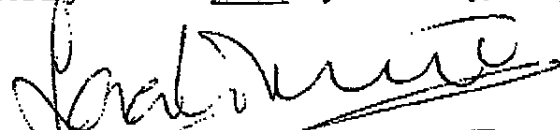
NINTH: The affirmative vote of two-thirds of the members shall be required to adopt or approve the following actions:

- A. Liquidation or dissolution of the corporation;
- B. Merger, consolidation or transfer of substantially all the assets of the corporation; and
- C. Repeal, modification, amendment, in whole or in part, or addition to the articles of incorporation or code of regulations of the corporation or adoption of new articles of incorporation or code of regulations.

TENTH: Any reference in these articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

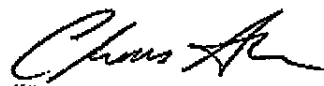

ELEVENTH: The address of the corporation's registered office shall be 5660 C.R. 561, Clermont, Florida 34711, and the name of its registered agent shall be Anthony C. Tirri.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 22 day of February, 2001.


SARAH F. TIRRI, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.



Chris Ali
Commission # CC 932484
Expires May 2, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


ANTHONY C. TIRRI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 27 PM 1:20

H01000021294 3