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KURT ANDREW SIMPSON
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

March 20, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SUBJECT: For Bright Kids, Inc.

To Whom It May Concern:

The enclosed original and two (2) copies of the articles of incorporation and check are submitted for the filing fee, certified copy and certificate for the incorporation of the above-listed entity.

Please return all correspondence concerning this matter to the following attorney listed below.

For further information concerning this matter, please call:

Bruce R. Anderson, Jr., Esquire
Fla. Bar No.: 0802654
3500 South Third Street
Jacksonville Beach, Florida 32250
(904) 249-7288

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/27/01

**ARTICLES OF INCORPORATION OF
FOR BRIGHT KIDS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE I

Corporate Name

The name of the corporation is **For Bright Kids, Inc.**, hereinafter referred to below as the "corporation."

ARTICLE II

Corporation Not For Profit

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary gain or profit. Other than the payment of reasonable compensation and to make payments and distributions in furtherance of the purposes set forth in Article VI (Purposes) of these Articles, no part of the income in or assets of the corporation is distributable to or for the benefit of its directors, officers or members, except to the extent permissible under these articles, under law and under 26 USCA §501 (c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA §501 (c)(3).

ARTICLE III

Address

The initial mailing address of the corporation shall be P.O. Box 4765-19 Hodges Blvd., P.M.B. 244, Jacksonville, Florida 32224, or at any other address as may be subsequently designated and authorized by the board of directors of the corporation. The principal office of the corporation shall be located at 12986 Harborton Drive, Jacksonville, Florida 32224-7509, or at any other place as may be subsequently designated and authorized by the board of directors of the corporation.

ARTICLE IV

Registered Agent

The name and address of the initial registered agent is **Pam Mullarkey**, whose address is 13705 Beach Blvd., Jacksonville, Florida, 32224, who is appointed the initial registered agent of the corporation and who is authorized to accept service of process within this State.

ARTICLE V

Duration

The duration (term) of the corporation is perpetual.

ARTICLE VI

Purposes

The corporation is organized, and shall be operated exclusively for religious, charitable and educational purposes as described in 26 USCA §501 (c)(3), or corresponding provisions of any subsequent federal tax laws ("code"), including, but not limited to, the following particular purposes:

A. To promote a vision of hope to troubled children through the love and forgiveness of God through Jesus Christ.

B. To provide at-risk children Christian character-building, mentoring, assistance, rehabilitation, education and personal development inside juvenile detention center facilities.

C. To solicit, collect, receive, and otherwise raise gifts and financial and other types of contributions and to hold, expend, administer, invest, disburse, and dispose of the same and make financial and other types of contributions and assistance to charitable, religious and educational organizations, and in general to do all things that may appear necessary and useful in accomplishing the purposes set out here. All of the assets and earnings shall be used exclusively for the purposes set out here, including the payment of incidental expenses; and no part of the earnings shall inure to the benefit of any private shareholder or individual.

D. The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

E. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VII

Powers

Solely for the above purposes, the powers of the corporation shall be as enumerated in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and shall include, but not be limited to, the following:

A. To provide at-risk children at-risk children Christian character-building, mentoring, assistance, rehabilitation, education and personal development inside juvenile detention center

facilities.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including, but not limited to, those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE VIII

Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA §50(a) as an organization described in 26 USCA §501(c)(3) and as defined in 26 USCA §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

ARTICLE IX

No Membership

The corporation shall not have members and shall not issue membership certificates. The corporations shall not issue shares of stock.

ARTICLE X

Board of Directors

There shall be a board of directors consisting of at least three individuals. Except for any limitation imposed by these articles or the bylaws, the board of directors shall have the exclusive power and authority to manage and control the affairs of the corporation, subject to the charitable purposes stated herein. The initial directors shall be elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The names and addresses of the persons who are to serve as the initial directors are:

| Name | Address |
|-------------------|---|
| Vickie Powell | 12986 Harborton Drive, Jacksonville, Florida 32224-7509 |
| Jeff Bainbridge | P.O. Box 56391, Jacksonville, Florida 32241 |
| Denise Bainbridge | P.O. Box 56391, Jacksonville, Florida 32241 |

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This

statement shall be prima facie evidence of the directors's authority.

ARTICLE XI

Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE XII

Incorporators

The name and address of each incorporator is as follows:

| Name | Address |
|-------------------|---|
| Vickie Powell | 12986 Harborton Drive, Jacksonville, Florida 32224-7509 |
| Jeff Bainbridge | P.O. Box 56391, Jacksonville, Florida 32241 |
| Denise Bainbridge | P.O. Box 56391, Jacksonville, Florida 32241 |

ARTICLE XIII

Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors and may be altered, amended or rescinded only by a two-thirds vote of the directors then in office at any meeting of the board of directors called for that purpose (not just those attending the meeting at which the action is taken). The bylaws of the corporation may not be written in such a way wherein any provision of 501(a) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws and any other federal law, as written or amended, would bring about

the denial or loss of exemption under 501(a).

ARTICLE XIV

Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them only by a two-thirds vote of the directors then in office at any meeting of the board of directors called for that purpose (not just those attending the meeting at which the action is taken).

ARTICLE XV

Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and each officer, including former directors and officers, of the corporation against all expenses and liabilities, including reasonable attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the corporation, or by reason of him or her having served the corporation at its request, whether or not he or she is a director or officer serving the corporation at the time the expenses or liabilities are incurred, except when the director or officer serving the corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of the corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director or officer serving the corporation may be entitled. It is intended that the corporation be an organization for which the directors and officers serving the corporation are indemnified and

immune from civil liability to the fullest extent allowed by law, including but not limited to, Chapter 617, Florida Statutes, and other similar laws.

ARTICLE XVI

Commencement of Corporate Existence

The date when the corporate existence shall commence is the time of the filing of the articles of incorporation by the Department of State.

ARTICLE XVII

Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for religious, charitable and educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a “qualified organization” only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA §170(c)(1) or 26 USCA §170(c)(2)(B) and is described in 26 USCA §509(a)(1),(2) or (3).

In witness of the above, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned incorporators, have signed these articles of incorporation on March 15, 2001.

Vickie Powell
Signature/Incorporator

Vickie Powell
(Printed name of Incorporator)

Jeff Bainbridge
Signature/Incorporator

Jeff Bainbridge
(Printed name of Incorporator)

Denise Bainbridge
Signature/Incorporator

Denise Bainbridge
(Printed name of Incorporator)

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT**

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

1. Name of the corporation:
For Bright Kids, Inc.
2. Name and address of the registered agent and office:
**Pam Mullarkey
13705 Beach Blvd.
Jacksonville, Florida 32224**

I, the undersigned person, 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, 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.

Dated: March 11, 2001


Pam Mullarkey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED