

From the desk of Richard M. Georges

May 17, 2001

RE: Smiley Foundation, Inc.

Attached please find Articles of Incorporation and my check in the amount of \$78.75 for filing same. Please return a certified copy to my office. Thank you.

NO10000003547

To: Claretha Golden
Document Specialist/New Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Law Offices
Richard M. Georges, P.A.
P.O. Box 14545
St. Petersburg, FL 33733
(727) 321-4420

2001 MAY 21 6:10:40
STATE
TALLAHASSEE FLORIDA

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5/22/01

ARTICLES OF INCORPORATION
OF
SMILEY FOUNDATION, INC.

FILED
2001 MAY 21 AM 10:41

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a nonprofit corporation under the provisions of Chapter 617, laws of the State of Florida .

ARTICLE I -- NAME

This corporation shall be known as SMILEY FOUNDATION, INC. hereafter referred to as FOUNDATION, and shall be have its principal office at 3656 First Avenue North, St. Petersburg, FL 33713

ARTICLE II -- PURPOSE AND OBJECTIVES

The purposes for which FOUNDATION is formed are:

(1) To conduct, coordinate and direct education of the general public in the identification and recognition of individuals who spend their lives helping others, and who seldom receive recognition for their efforts.

(2) To seek out and to reward excellence in service to others..

(3) Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that FOUNDATION shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of FOUNDATION.

ARTICLE III -- BYLAWS

The FOUNDATION shall establish Bylaws which shall define the rules for

the management and regulation of its affairs, and will set forth the qualifications for members and the manner of their admission, and shall set forth the method of election of directors.

ARTICLE IV -- PERIOD OF EXISTENCE

FOUNDATION shall have perpetual existence, until such time, by no less than a three-fourths vote of the Board of Directors, and the consent, in writing, of the President, that FOUNDATION shall be dissolved.

ARTICLE V -- FEDERAL TAX-EXEMPT STATUS

(1) The purposes for which FOUNDATION is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(2) No part of the net earnings of FOUNDATION shall inure to the benefit of, or be distributable to, any Director or Officer of FOUNDATION or any member of FOUNDATION or any other private individual (except that reasonable compensation may be paid for services rendered to or for FOUNDATION affecting one or more of its purposes), and no Director or Officer of FOUNDATION, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of FOUNDATION. No substantial part of the activities of FOUNDATION shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and FOUNDATION shall not participate in, or

intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) FOUNDATION shall conduct its financial affairs and operations so as to remain within the category of a non-private, public charity organization as defined under 501(c)(3) of the Internal Revenue Code, by meeting at least one of the exclusionary tests as set forth in section 509(a) of the Internal Revenue Code.

(4) Notwithstanding any other provision of these Articles of Incorporation, FOUNDATION shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV -- GENERAL PROHIBITIONS

(1) FOUNDATION shall always remain, in its Bylaws and operation, a secular corporation, and shall not function as a religion, shall not adopt a creed, and shall not conduct worship services.

(2) FOUNDATION shall not affiliate with, or associate with any religious corporation or group so as to function as an extension of, or auxiliary of, or fall under the control of any religious corporation or group.

(3) Subsections 1 and 2 of this article must not be construed, however, as prohibiting joint or cooperative scholarly study or research efforts in conjunction with religious corporations or groups relating to their, beliefs, values, mythology, traditions and history insofar as these study or research efforts relate to

environmental ethics or other ethics.

(4) Further, Subsections 1 and 2 of this article must not be construed as prohibiting the publication or presentation of a scholarly work which may be interpreted as being in agreement with the views held by a particular religious corporation or group.

(5) Notwithstanding any of the above statements of purposes and powers, FOUNDATION shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of FOUNDATION. Further, FOUNDATION shall not conduct its affairs so as to result in the loss of Tax-Exempt privileges described under Article V of these Articles.

ARTICLE VII -- DISSOLUTION AND DISTRIBUTION

Upon the dissolution of FOUNDATION, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of FOUNDATION, dispose of all of the assets of FOUNDATION exclusively for the purposes of FOUNDATION in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of the county in which the principal office of FOUNDATION 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.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be 3656 First Avenue North, St. Petersburg, FL 33713, and the registered agent at that address shall be RICHARD M. GEORGES.

ARTICLE IX - DIRECTORS

The initial members of the Board of Directors, with their addresses is as follows:

WILLIAM MCKINLEY SMILEY, JR.

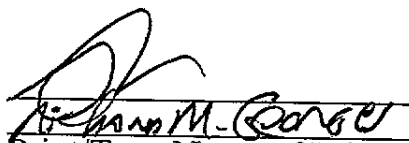
RICHARD M. GEORGES

WILLIAM H. NAMACK, III

ARTICLE X - INCORPORATOR

The initial incorporator of the Corporation is WILLIAM MCKINLEY SMILEY.


WILLIAM MCKINLEY SMILEY, JR.


Print/Type Name of Witness
Susan Valke
Susan Valke
Print/Type Name of Witness

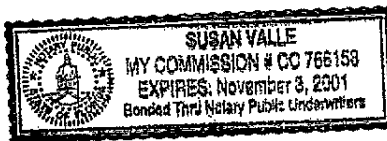
STATE OF Florida
COUNTY OF Piellas

The foregoing instrument was acknowledged before me this 17 day of May

2004
19 by WILLIAM MCKINLEY SMILEY, JR., who is personally known to me or
who has produced _____ as identification.

NOTARY PUBLIC

sign Susan Valle
print Susan Valle
STATE OF _____



ACCEPTANCE OF REGISTERED AGENT

I, RICHARD M. GEORGES, are familiar with and accept the duties and
responsibilities as Registered Agent.



RICHARD M. GEORGES

2001 MAY 21 11:10:41
STATE
TALLAHASSEE FLORIDA