

Pearl Crosby Smith
ATTORNEY-AT-LAW

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NO10000003957
May 10, 2001

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

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-06/01/01--01042--008
*****78.75 *****78.75

RE: Marjorie Olsen Foundation *Inc.*

Dear Sir/Madam:

Enclosed please find the following:

- 1) Original and one (1) copy of the Articles of Incorporation
- 2) Original of Certificate of Designation of Resident Agent
- 3) Check for the following fee:

a) Filing Fee	\$35.00
b) Designation of Resident Agent	\$35.00
c) Certified copy of Articles	\$ 8.75
Total	\$78.75

FILED
01 JUN -1 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pearl Smith **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT *corp suffix*
DATE *06-07-01*
DOC. EXAM *of*

Yours truly,

Pearl Crosby Smith
PEARL CROSBY SMITH

PCS/tb
Enclosure

gxc/h

ARTICLES OF INCORPORATION

OF

MARJORIE OLSEN FOUNDATION Inc.

FILED
01 JUN - 1 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation of MARJORIE OLSEN FOUNDATION, each a natural person competent to contract, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I - NAME

The name of this corporation is MARJORIE OLSEN FOUNDATION, a corporation not for profit.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III - PURPOSES

(a) The organization is organized exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Child Care association of Brevard County, Inc., a publicly supported 501(c)(3) exempt organization. The organization is operated, supervised, or controlled by Child Care Association of Brevard County, Inc., an organization described in 509(a)(1) .

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 509(a)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) 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 any candidate for public office.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

ARTICLE V - QUALIFICATION OF MEMBERS

The membership of this corporation shall be open to all persons of Brevard County, Florida who support the goals of the organization.

ARTICLE VI - SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is:

Barbara Moore

928 Levitt Parkway
Rockledge, Florida 32955

ARTICLE VII - OFFICERS

Section 1. The initial officers of this corporation shall be a President, Secretary, and Treasurer, and such other officers as may be provided in the By-Laws. The term of the officers shall be two (2) years unless terminated sooner as per the By-Laws.

Section 3. The officers shall be elected at the annual meeting of the members of the corporation.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by a Board of Directors. The number of directors and the manner in which they are to be elected shall be set out in the By-Laws.

Section 2. The name and addresses of the persons who are to serve as directors for the ensuing

year, or until the first annual meeting of the corporation are:

- a) Barbara Moore 928 Levitt Parkway
 Rockledge, Florida 32955
- b) Laurett Bryan, MD 573 Rockledge Drive
 Rockledge, Florida 32955
- c) J. Albert Diggs, Jr. 5120 Kirkwood Trail
 Titusville, Florida 327802

ARTICLE IX - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded upon recommendation thereof by the Board of Directors to the members, and thereafter approved by a majority of the members at any special or regular meeting.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, such Amendments to be proposed by the Board of Directors and approved by a majority vote of those members present.

ARTICLE XI - LOCATION

The principal place of business of this corporation shall be 18 Harrison Street, Cocoa, Brevard County, Florida, 32922.

ARTICLE XII - MEETINGS

Regular and special meetings shall be held pursuant to the terms of the By-Laws.

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 18 Harrison Street, Cocoa, Florida 32922; and the name of the initial registered agent of this corporation at that address is Doreen Archer, 18 Harrison Street, Cocoa, Florida 32922..

ARTICLE XIV - CORPORATE POWERS

This nonprofit corporation shall have all the power set forth in Chapter 617 of the Florida Statutes, notwithstanding anything herein to the contrary.

ARTICLE XV - DEDICATION OF ASSETS

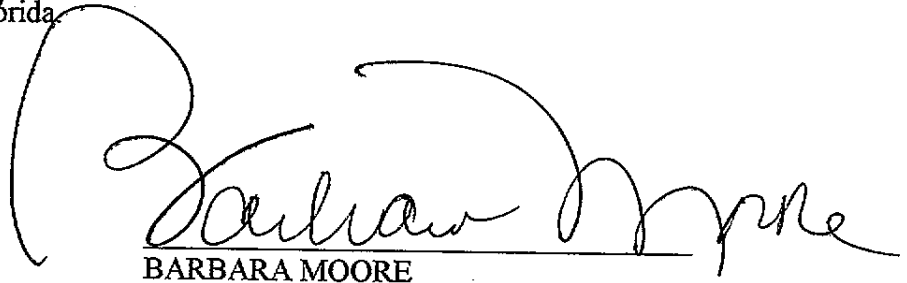
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, of member thereof, or to the benefit of any private individual.

ARTICLE XVI - DISTRIBUTION OF ASSETS

Upon the dissolution of winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 509(a)(3) of the Internal Revenue

Code of 1954, or corresponding provisions of any subsequent federal tax laws.

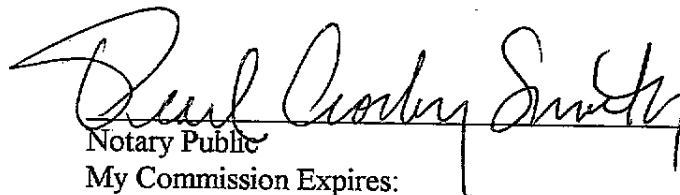
IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, has hereunto set her hand and seal this 29th day of May, 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

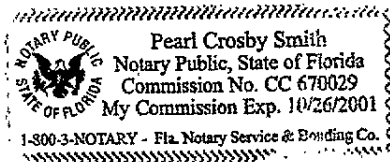

BARBARA MOORE

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Barbara Moore, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 29th day of May, 2001.


Notary Public
My Commission Expires:



OLSEN FOUNDATION-ARTICLES OF INCORP.-NON PROFIT

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501 of the FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA. ...

1. The name of the corporation is:

MARJORIE OLSEN FOUNDATION *Inc.*


2. The name and address of the registered agent and office is:

DOREEN ARCHER
18 Harrison Street
Cocoa, Fl 32922

FILED
01 JUN - 1 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DOREEN ARCHER, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Dated this 15 day of May 2001.



DOREEN ARCHER