

TIMOTHY B. PERENICH, P.A.

A PROFESSIONAL ASSOCIATION

180 ALTERNATE 19 NORTH
PALM HARBOR, FLORIDA 34683

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July 2, 2001

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Via First Class Mail

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 JUL -9 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation:

CHILDREN'S INTERNATIONAL SAFETY ORGANIZATION, INC.

Dear Secretary of State:

I have enclosed an original and one copy of Articles of Incorporation for the above captioned corporation. I have also enclosed a check in the amount of \$70.00 representing the filing fee.

Please file the original Articles of Incorporation and date stamp and return the copy in the enclosed self addressed postage prepaid envelope.

Thank you for your help in this matter.

Sincerely,

TIMOTHY B. PERENICH, P.A.

Timothy B. Perenich, Esquire

TBP/cwp
enclosures

G. BULLOCK JUL 12 2001

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ARTICLES OF INCORPORATION

OF

CHILDREN'S INTERNATIONAL SAFETY ORGANIZATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not For Profit Corporation Act (the "**Act**"), as follows:

ARTICLE I

Name

The name of the Corporation is:

CHILDREN'S INTERNATIONAL SAFETY ORGANIZATION, INC.

ARTICLE II

Term of Existence

Corporate existence will commence upon the date of filing of these Articles of Incorporation, in accordance with the provisions of Section 617.0203 of the Act, and the Corporation will have perpetual existence thereafter.

ARTICLE III

Principal Office

The principal office of the Corporation is 3444 Foxhall Drive, Holiday, FL 34691.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 180 Alternate 19 North, Palm Harbor, FL 34683, and the name of its initial registered agent at such address is Timothy B. Perenich, Esquire.

ARTICLE V
Purposes for Which the Corporation Is Organized

The purposes for which this corporation is formed are to operate exclusively for religious, charitable, and educational purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 2001, or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax exempt organizations under that Code. In addition, the corporation is organized for the following purposes:

1. to teach children how to swim;
2. to train water safety instructors to teach children how to swim;
3. to provide scholarships to children of low income families for swimming lessons;
4. to promote water safety and drowning prevention through education and public awareness, primarily among parents, teachers and students, through school systems and public libraries;
5. to promote child safety, generally.

ARTICLE VI
Powers and Prohibited Transactions

In addition to the powers authorized by law, the Corporation shall have the power to lease, acquire, either by deed, gift or purchase, any real or personal property and to mortgage, sell, or otherwise encumber any such real or personal property when such action is deemed to be in the best interest of the corporation. Notwithstanding the foregoing, the Corporation is prohibited from engaging in any activities prohibited by section 501(c)(3) of the Internal Revenue Code of 2001, as amended.

ARTICLE VII
Dedication of Assets

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

ARTICLE VIII
Distribution of Assets

Upon the dissolution or winding up of the 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 organized and operated exclusively for religious, charitable, or education purposes which has established its tax exempt status under section 501(c)(3) of the internal revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX
Directors

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Corporation will have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than seven (7) directors. The name and address of each initial director of the Corporation, who will serve until his or her successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Nichole Contreras	2692 Enterprise Rd. E., Apt. 1101 Clearwater, FL 33759
Susan A. Smith	3444 Foxhall Drive Holiday, FL 34691
D. Shane Smith	P.O. Box 14004 Clearwater, FL 33766-4004

The Board of Directors named herein shall hold office until the first annual meeting of the Board of Directors to be held as prescribed in the Bylaws but in no event later than twelve (12) months from the date of incorporation, at which time an election of Directors shall be held. If a vacancy occurs on the Board, nomination and election shall fill such vacancy by the remaining members of the Board. If the number of Directors is increased above three (3) as authorized by these Articles of Incorporation and the Bylaws, the newly created director positions shall be filled by nomination and election by the remaining members of the Board of Directors.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of not less than one (1) year and until the qualification of their successors in office. The Board of Directors may, in the Bylaws of the Corporation, provide for staggered terms of office of the Directors.

ARTICLE X
Management of Corporate Affairs

The Board of Directors shall elect a President, Vice President, Treasurer and Secretary and may elect such other officers, including additional vice president(s), as the Bylaws of this Corporation may authorize from time to time. Such officers shall be initially elected at the first annual meeting of the Board of Directors.

ARTICLE XI
Membership

Any person making application for membership as provided for in the Bylaws who agrees to be bound by these Articles of Incorporation, by the Bylaws, and by such rules and regulations as the Board of Directors may adopt from time to time, is eligible for membership in the Corporation. The Board of Directors shall present, from time to time, the form and manner in which application may be made for membership. The rights and privileges of the members of the Corporation are as provided in the Bylaws of the Corporation.

ARTICLE XII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Timothy B. Perenich, Esquire	180 Alternate 19 North Palm Harbor, FL 34683

ARTICLE XIII
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

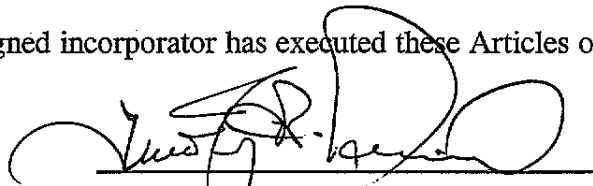
ARTICLE XIV
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XV
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 2, 2001.

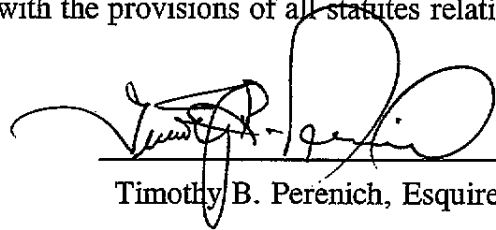


Timothy B. Perenich, Esquire,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: July 2, 2001



Timothy B. Perenich, Esquire

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