

# Lazan, Trute & Robbins

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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**N01000005390**

July 27, 2001

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

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-07/30/01--01104--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Simple Dreams, LLC/Certificate  
of Amendment to Articles of  
Organization Changing Name

Simple Dreams, Inc., a Florida  
corporation not for profit/  
Articles of Incorporation

Ladies and Gentlemen:

Enclosed herewith for filing please find the following documents:

1. Two original executed copies of Certificate of Amendment to Articles of Organization of Simple Dreams, LLC, changing the name of the limited liability company to THE KILN FAIRY, LLC.
2. Two original executed copies of Articles of Incorporation for Simple Dreams, Inc., a Florida not for profit corporation.

As you will see from the enclosed document, our client, Jack W. Kuhn, Jr., is both the executing member of the LLC and the Incorporator, together with his wife, Debra A. Kuhn, of Simple Dreams, Inc., a Florida corporation not for profit. The name of the LLC is being changed so that the new not for profit corporation may use the name Simple Dreams, Inc.

Please return to the undersigned one certified copy of the Amendment to the LLC, for which we enclose our check in the amount of \$43.75, representing the filing fee of \$35.00 and \$8.75 for the certified copy.

FILED  
01 JUL 30 PM 12:32  
TALLAHASSEE, FL  
SECRETARY OF STATE

7-31-01

Florida Secretary of State  
July 27, 2001  
Page 2.

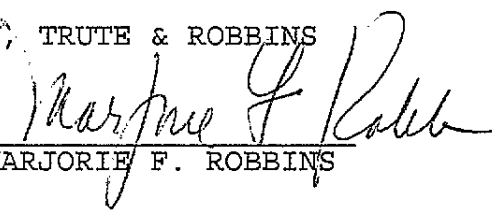
Also, please return to the undersigned one certified copy of the Articles of Incorporation of Simple Dreams, Inc., for which we enclose our check in the amount of \$78.75 to cover the cost of the filing fee and certified copy.

Should you have any questions, please telephone the undersigned. Thank you for your attention to this matter.

Very truly yours,

LAZAN, TRUTE & ROBBINS

By:

  
MARJORIE F. ROBBINS

MFR/hh  
Enclosures

CC: Mr. and Mrs. Jack W. Kuhn

ARTICLES OF INCORPORATION  
FOR  
SIMPLE DREAMS, INC.  
(a Florida Corporation, not for profit)

FILED  
01 JUL 30 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator(s) of a corporation, pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I-NAME

The name of the Corporation shall be: SIMPLE DREAMS, INC.

ARTICLE II-PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS

The initial principal place of business of the Corporation shall be:

645 North Victoria Park Road  
Fort Lauderdale, Florida 33304

The mailing address of the Corporation shall be:

1007 North Federal Highway  
#147  
Fort Lauderdale, Florida 33304-1422

ARTICLE III-PURPOSE(S)

The purposes for which the Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE IV  
MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors of the Corporation may be

increased from time to time by the By-Laws, but shall never be less than three (3). The method of selection of Directors is stated in the By-Laws of this Corporation..

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held..

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office.. Annual meetings shall be held at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

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 Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board and any such 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 which relates to action so taken 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 By-Laws of the Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jack W. Kuhn, Jr.	645 North Victoria Park Road Fort Lauderdale, Fl. 33304
Debra A. Kuhn	645 North Victoria Park Road Fort Lauderdale, Fl. 33304
Stephen B. Cohen, CPA	2670 N.E. 215th Street Aventura, Fl. 33180

Patricia Morrow

1027 S.E. 10th Avenue  
Fort Lauderdale, Fl. 33316

Marsha Levy

1400 W. Commercial Boulevard  
Suite 165  
Fort Lauderdale, Fl. 333309

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and such other officers as the Bylaws of the Corporation may authorize, from time to time, the Directors to elect. Initially, such officers shall be elected at the first Annual Meeting of the Board of Directors.

#### ARTICLE VI ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE VII DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3), and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

#### ARTICLE VIII TERM

The Corporation shall exist perpetually until dissolved by due process of law.

#### ARTICLE IX INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereinafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him), except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

#### ARTICLE X MEMBERSHIP

The membership of the Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership; and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their

liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE XI  
BYLAWS

The Board of Directors of the Corporation may provide such By laws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not For Profit Law of Florida concerning corporate action that must be authorized or approved by members of the Corporation.

ARTICLE XII  
AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any member of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

Jack W. Kuhn, Jr.	645 North Victoria Park Road Fort Lauderdale, Fl. 33304
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ARTICLE XIV  
INCORPORATORS

The name and street address of the Incorporators of these Articles of Incorporation are:

Jack W. Kuhn, Jr.	645 North Victoria Park Road Fort Lauderdale, Fl. 33304
Debra A. Kuhn	645 North Victoria Park Road Fort Lauderdale, Fl. 33304

The undersigned Incorporator has executed these Articles of Incorporation this 27 day of July, 2001 for the purpose of forming this Corporation Not For Profit under the laws of the State of Florida.

(Signature of the Incorporators)

JACK W. KUHN, JR.

DEBRA A. KUHN

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27 day of July, 2001, by JACK W. KUHN, JR. and DEBRA A. KUHN, as Incorporators of SIMPLE DREAMS, INC., a Florida Not For Profit Corporation, on behalf of said Corporation. They are personally known to me ~~or has produced~~ \_\_\_\_\_ as identification, and did take an oath.

NOTARY PUBLIC  
STATE OF FLORIDA

Sign: MARJORIE FRANKEL ROBBINS

Print: MARJORIE FRANKEL ROBBINS

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA  
MARJORIE FRANKEL ROBBINS  
COMMISSION # CC834711  
EXPIRES 7/19/2003  
BONDED THRU ASA 1-888-NOTARY1



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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.

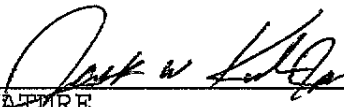
1. The name of the corporation is: SIMPLE DREAMS, INC.
2. The name and address of the Registered Agent and office is:

JACK W. KUHN, JR.  
(NAME)

645 North Victoria Park Road  
(P.O. BOX NOT ACCEPTABLE)

Fort Lauderdale, Florida 33304  
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

  
\_\_\_\_\_  
SIGNATURE  
JACK W. KUHN, JR.

July 27, 2001  
\_\_\_\_\_  
Date

FILED  
01 JUL 30 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399