

No 1000008199

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November 13, 2001

Dana McKinnon, Director  
Division of Corporations  
Room 2001  
The Capitol  
Tallahassee, Florida 32301

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-11/16/01--01081--007  
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Re: CHILD PROTECTION EDUCATION OF AMERICA, INC.  
Our File No. 01-0197

To Whom It May Concern:

Enclosed herewith please find the following:

1. Original Articles of Incorporation in regard to the above-referenced corporation.
2. Copy for certification.
3. A check in the amount of \$87.50 payable to the Secretary of State is enclosed. This check includes: 8.75 for a Certificate of Status; \$8.75 for a Certified Copy; \$35.00 for the filing fee; and \$35.00 for the designation of Registered Agent.

Please file the enclosed Articles of Incorporation and return to me a certified copy of same.

Should you have any questions, please do not hesitate to call.

Sincerely,

*Michael J. McDermott*

Michael J. McDermott, Esquire

*Dictated by Michael J. McDermott and mailed without his review to avoid further delay.*

MJM\jwj  
Enclosures

J:\data\2001\01-0199\Secretary of State

D. BROWN NOV 20 2001

## Articles of Incorporation

Of

### CHILD PROTECTION EDUCATION OF AMERICA, INC.

a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

#### Article I

The name of the corporation is CHILD PROTECTION EDUCATION OF AMERICA,  
INC. 791 WEST LUMSDEN ROAD  
BRANDON, FLORIDA 33511

#### Article II

The corporation shall have perpetual duration.

#### Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is: to assist parents and law enforcement agencies in child protection and education.

(a) The specific and primary purposes for which this corporation is formed are to operate for the protection and education of children generally by registration, identification, fingerprinting and generally preemption of the problems associated with the location of missing children/persons as well as to assist in the location of missing children/persons and for other charitable purposes, by the distribution of its funds for those purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under 26 U.S.C.A. s 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(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

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, 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 collecting dues and assessments shall be as regulated in the bylaws.

#### Article V

The street address of the initial registered office of the corporation is 791 W. Lumsden Rd., Brandon, Hillsborough County, Florida. The name of its initial registered agent at that address is Michael J. McDermott, Esquire.

#### Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on November 29, 2001, at 10:00 A.M., at 791 W. Lumsden Rd., Brandon, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 A.M., on the first Monday in September of each year at the principal office of the corporation, or at any other place or places designated by the board of directors 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 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' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Vince DiNova  
1121 Lumsden Trace Cir.  
Valrico, Florida 33594

Cherie' Dugan  
11109 Stafford Ln.  
Riverview, Florida 33569

Donald M. Smith  
11314 Cayman Key Ave.  
Tampa, Florida 33624

### Article VII

The name and address of the Incorporator is:

Michael J. McDermott, Esquire  
791 W. Lumsden Rd.  
Brandon, Florida 33511

### Article VIII

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Vince DiNova:  
Cherie' Dugan:  
Secretary/Treasurer:

President  
Vice President  
Donald M. Smith

### Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

### Article X

The property of this corporation is irrevocably dedicated to the protection and education of children and the preemption of problems associated with the location of missing children/persons as well as to

assist in the location of missing children/adults and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

#### Article XI

On the dissolution or 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 not for profit fund, foundation, or corporation which is organized and operated exclusively for the location and assistance in location of missing children/adults and which has established its tax exempt status under 26 U.S.C.A. s 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

#### Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on 14<sup>th</sup> day of November, 2001.



MICHAEL J. McDERMOTT, ESQUIRE  
Incorporator  
791 W. Lumsden Rd.  
Brandon, Florida 33511  
(813) 684-3131

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared MICHAEL J. McDERMOTT, who after being duly sworn, acknowledges that he executed the above articles of incorporation for the purposes expressed in them on this 14<sup>th</sup> day of November, 2001.

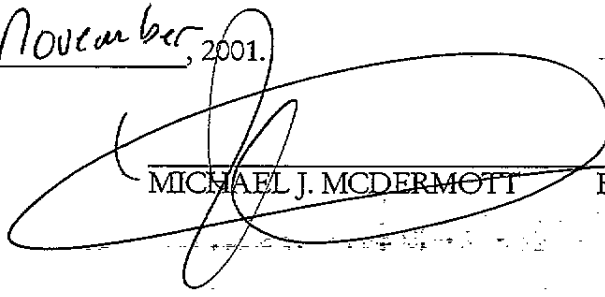


  
NOTARY PUBLIC-STATE OF FLORIDA:  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CHILD PROTECTION EDUCATION OF AMERICA, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 14<sup>th</sup> day of November, 2001.

  
MICHAEL J. MCDERMOTT

Registered Agent