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PAUL B. ANTON
1927-1981

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REPLY TO: HOLLYWOOD

FILE NO.: UTTFK-0001

☆ Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
° Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
§ Member of N.Y. Bar
† Member of Ohio Bar

November 14, 2001

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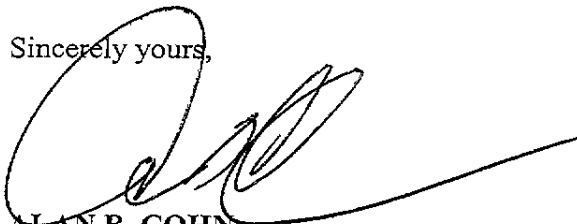
Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

Re: Trips for Kids South Florida, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for Trips for Kids South Florida, Inc., together with a check in the amount of \$78.75. Please file the Articles of Incorporation and return a certified copy to me as soon as the filing has been accomplished.

Sincerely yours,


ALAN B. COHN
ABC/jap
Enclosures

FILED
01 NOV 20 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN NOV 26 2001

ARTICLES OF INCORPORATION
OF
TRIPS FOR KIDS SOUTH FLORIDA, INC.
(A Florida Not-For-Profit Corporation)

FILED
01 NOV 20 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is **TRIPS FOR KIDS SOUTH FLORIDA, INC.** (hereinafter referred to as the "Corporation").

ARTICLE II

PURPOSE

The Corporation is a not-for-profit corporation and the general purpose for which this corporation is formed is to provide alternative outdoor recreational opportunities to groups of children in the South Florida Community, including activities such as kayaking, canoeing, biking, fitness classes and team building activities, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is, or may in the future be, permitted by the laws of the State of Florida. All funds of the Corporation and any monies from its operation shall be used in the furtherance of the objectives set forth above, and no benefits shall inure to any private parties, except benefits incidental to the objectives of the Corporation.

Notwithstanding the foregoing, said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code")(or corresponding section of any future Federal tax code.)

ARTICLE III

MEMBERSHIP

Any person, corporation, partnership, association, organization or entity (i) who or which is interested in the purposes of the Corporation and who or which is capable of

contributing to the achievement of those purposes and the effective operation of the Corporation, and (ii) who or which complies with the requirements established from time to time by the By-laws of the Corporation shall be eligible for membership. The By-laws of the Corporation must set forth the number of members, manner of admission of members, and classifications of membership. Members may be admitted, time periods for the payment of annual dues may be proscribed, and membership may be terminated prior to adoption of the By-laws by resolution of the initial board of directors.

ARTICLE IV

RIGHTS AND PRIVILEGES

In furtherance of the foregoing purposes of this Corporation, the Corporation shall have the following rights and privileges:

1. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or agency thereof.

2. To borrow or raise money for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the Corporation, whether at that time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

3. To exercise and enjoy all of the other powers, rights and privileges granted to or conferred upon not-for-profit corporations as set forth in the Statutes of the State of Florida.

4. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or necessary and proper for the accomplishment of the objects, benefit and protection of the Corporation, having special regard for qualifications under and compliance with the provisions of the Internal Revenue Code, as amended, concerning tax-exempt organizations.

5. This Corporation shall not operate in any manner which will discriminate against any person on the basis of race, color, religion, sex, national origin, age, handicap or marital status.

ARTICLE V

DISSOLUTION

Upon dissolution of this corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE VI

LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Code Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other 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.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or corresponding section of any future federal tax code) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding section of any future Federal tax code.)

ARTICLE VII

BY-LAWS

The By-Laws of this Corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the By-Laws.

Amendments to the By-Laws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to members with a call to the meeting at least thirty (30) days in advance.

ARTICLE VIII

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this Corporation is 3400 N.W. 163rd Street, North Miami, FLORIDA 33160 and the name of the initial registered agent of the Corporation is ALAN B. COHN, ESQ., whose address is 2021 Tyler Street, Hollywood, Florida 33020.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three nor more than ten (10) Directors. The Board of Directors shall be composed of persons elected by the membership, persons appointed by organizations, entities, agencies and other groups of any type whatsoever, including without limitation governmental authorities, which are authorized by the By-Laws to appoint director(s), and any other person(s) selected in accordance with the By-Laws, all in the numbers and in accordance with the procedures described in the By-Laws. The number of directors may be increased or decreased from time to time, in accordance with the By-Laws of the Corporation, or, prior to the adoption of the By-Laws, by resolution of the initial Board of Directors, but shall never be less than three (3) nor more than fifteen (15). The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Robert O'Shields
3400 N.E. 163rd Street
North Miami, FL 33160

Rachel Nobbe
1300 Wiley St., #4
Hollywood, FL 33019

Steven Schuemann
7220 Rue Notre Dame
Miami Beach, FL 33141

Laura Kruger
3400 NE 163rd Street
North Miami, FL 33160

Glenn Saddler
3400 NE 163rd Street
North Miami, FL 33160

Until such time as the By-Laws are adopted by members, the initial Board of Directors of the Corporation shall have full power and authority to transact the business of the Corporation, including without limitation admitting members, terminating membership and electing officers.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert O'Shields
3400 N.E. 163rd Street
North Miami, Florida 33160

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any director who is empowered to propose a change to the Articles of Incorporation as set forth in the By-Laws, and shall be adopted at a meeting of the Board of Directors by a majority vote of the directors entitled to vote on an amendment to the Articles, as set forth in the By-Laws. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the

directors, sealed with the corporate seal, signed by the secretary or assistant secretary, and executed and acknowledged by the president or vice president, has been filed with the Secretary of State and all filing fees paid.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 22 day of October, 2001.


Robert F. O'Shields, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That TRIPS FOR KIDS SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 3400 N.E. 163rd Street, the City of North Miami, County of Miami-Dade, State of Florida, has named ALAN B. COHN, ESQ., 2021 Tyler Street, Hollywood, Florida 33020, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

ALAN B. COHN
(Resident Agent)

W:\urban trips\arts inc.wpd

FILED
01 NOV 20 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA