

No 100008759

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 12, 2001

VIA FEDERAL EXPRESS

Division of Corporations
Department of Secretary
409 E. Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

Re: KIDZCLUB, INC.

Dear Sir or Madam:

Enclosed please find two (2) original Articles of Incorporation, one of which is to be filed for the above-referenced corporation.

Also enclosed is our check number 2028 in the amount of \$70.00 made payable to Florida Department of State for the filing fee.

Please return a stamped copy of the above referenced document for our records. If you have any questions relating to this matter, please do not hesitate to contact me.

Sincerely,

W. Morgan Speer

W. Morgan Speer

WMS/ln
Enclosures

**ARTICLES OF INCORPORATION
OF
KIDZCLUB, INC.**

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The undersigned acting as incorporator of a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation is KIDZCLUB, INC. (the "Corporation").

ARTICLE II
Tax Exempt Purpose

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.
2. To provide a faith-based program which offers sound physical, emotional, educational and spiritual guidance to children.
3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that

any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the prior enumerated purposes. No part of the activities of the Corporation shall be the 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code,

or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE III **Membership**

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The members of the Corporation shall upon nomination by the Rector of Charismatic Episcopal Church of the Holy Comforter, Inc. (the "Church"), a not-for-profit corporation organized and existing under the laws of Florida, be elected by the Rectors Council of the Church. The conditions and terms of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE IV **Perpetual Existence**

This corporation shall have perpetual existence.

ARTICLE V **Board of Directors**

There shall be three (3) members of the Board of Directors of the Corporation. The

number of directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). All directors of the Corporation shall be elected by the members of the Corporation. The Rector of the Church shall always be a member of the Board of Directors, and shall be the President of the Corporation.

ARTICLE VI
Affiliation

The Corporation shall be affiliated with and under the control of the Church, and the activities of the Corporation shall be carried on under the auspices of the Church and shall constitute a ministry of the Church, in furtherance of the tax exempt purpose of the Church.

ARTICLE VII
By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

ARTICLE VIII
Principal office and Mailing Address

The address of the principal office of this Corporation and the mailing address is 913 Treasure Road, Stuart, Florida 34994.

ARTICLE IX
Registered Office

The address of the Corporation's initial registered office is c/o W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409 and the

name of its initial registered agent at that address is W. Morgan Speer.

ARTICLE X
Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members or disinterested directors of the Corporation or otherwise.

ARTICLE XI
Incorporator

The name and address of the incorporator is:

W. Morgan Speer, Esquire
1800 Australian Avenue South, Suite 100
West Palm Beach, Florida 33409

WITNESS the hand and seal of said incorporator this 12 day of December 2001.



W. Morgan Speer, Incorporator

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

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That KIDZCLUB, INC., desiring to organize under the laws of the State of Florida with its principal office in the County of Martin, State of Florida, has named W. MORGAN SPEER, W. Morgan Speer, P.A., located at 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, 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.

W. Morgan Speer
W. Morgan Speer, Registered Agent

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