

N020000002767



ACCOUNT NO. : 072100000032

REFERENCE : 528806 95069A

AUTHORIZATION

Patricia Figueira

COST LIMIT : \$ 78.75

FILED
2002 APR 15 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 15, 2002

ORDER TIME : 2:34 PM

ORDER NO. : 528806-005

CUSTOMER NO: 95069A

CUSTOMER: Ms. Lynn Woodall
Ms. Lynn Woodall

P.O. Box 280234

Tampa, FL 33682

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MOM'S IN COLLEGE, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

JR
4/16/02

**ARTICLES OF INCORPORATION
OF
MOM'S IN COLLEGE, INC.**

FILED

2002 APR 15 AM 9:50

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 this corporation not-for-profit shall be **MOM'S IN COLLEGE, INC.**, hereinafter referred to as "CORPORATION".

ARTICLE II – INITIAL ADDRESS AND DURATION

Said CORPORATION shall have its initial principal office in St. Petersburg, Pinellas County, Florida at 2830 4TH avenue North, St. Petersburg, Florida 33713. The mailing address shall be P.O. Box 10221, Tampa, FL 33629.

The period of duration of this CORPORATION is perpetual unless dissolved according to law. CORPORATION existence shall commence upon the date this CORPORATION is approved by the Secretary of State, Tallahassee, Florida.

ARTICLE III – PURPOSE

To perform all functions and to have all powers as permitted by Chapter 617, Florida Statutes, and such power as corporations not-for-profit may otherwise now or hereafter have or acquire; provided, however, that this CORPORATION, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized and will be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purposes, including religious, charitable, scientific, literary, and educational purposes ("Charitable purposes"). This is to include the power and authority to accept gifts, devises, and other contributions for charitable purposes, to hold and administer funds and properties received, and to expend, contribute, and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other organizations organized

and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes. This provision, however, will not be deemed to limit collateral activities, which this CORPORATION may engage in for which tax-exempt status is not sought.

ARTICLE IV – MEMBERSHIP

There shall be no membership for this CORPORATION.

ARTICLE V – MANNER OF ELECTION OF DIRECTORS / OFFICERS

The affairs of this CORPORATION shall be managed by a Board of Directors and their duly elected or appointed individual successors, subject to the control of said Board, by the Officers of this CORPORATION. Members of the initial Board of Directors and Officers shall be until successors are elected and number of members, terms of office, manner of selection, and powers and duties and responsibilities shall be set forth in the Bylaws. The number of the members constituting the initial Board of Directors, whose number shall not be less than three (3), shall be three (3), and the names and residence of the initial Directors of the CORPORATION who are to serve until the first election or appointment as set forth in the Bylaws shall be:

<u>Name and Title</u>	<u>Residence</u>
Susanne Gettys Chairman of the Board/Director	2830 4 th Avenue North St. Petersburg, FL 33713
Marie A. Dean, Director	6620 70 th Avenue North Pinellas Park, FL 33781
G. Lynn Woodall, Director	14802 North Florida Avenue, #U325 Tampa, FL 33613

The officers of this CORPORATION shall be a President, a Vice President, a Secretary, and a Treasurer. In addition, the Board of Directors may elect or appoint one or more Assistant Secretaries and Assistant Treasurers, as set forth in the Bylaws. The names and residence of the initial Officers of the CORPORATION who are to serve until the first election or appointment as set forth in the Bylaws shall be:

Name and Title**Residence**

Susanne Gettys, President

2830 4th Avenue North
St. Petersburg, FL 33713

Marie A. Dean, Vice President

6620 70th Avenue North
Pinellas Park, FL 33781

G. Lynn Woodall, Secretary/Treasurer

14802 North Florida Avenue, #U325
Tampa, FL 33613**ARTICLE VI – LIMITATIONS**

The Board of Directors shall have the exclusive power to adopt, alter or rescind Bylaws, and to propose and adopt amendments to these Articles of Incorporation in the manner prescribed from time to time by the Bylaws; provided, however, that any such action shall be consistent with the purposes for which this CORPORATION was organized and not inconsistent with law.

No part of the income or principal of this CORPORATION shall inure to the benefit of any private person or individual, including any member, director, or officer of this CORPORATION. No part of the activities of the CORPORATION shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This CORPORATION shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. This CORPORATION shall not engage in any transaction defined as “prohibited” under Section 503 of the Internal Revenue Code.

In the event of the termination of this CORPORATION for any reason whatsoever, all of its remaining assets, after payment of any valid claims against it, shall be paid over to organizations which are described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purposes.

Notwithstanding any other provision hereof, this CORPORATION shall conduct or carry on only activities which are permitted to be conducted or carried on by an organization (1) exempt from federal income taxes under 501(c)(3) of the Internal Revenue Code, (2) contributions to which are deductible from the taxable income of the donor under Section 170(c)(2) of the Internal Revenue Code, (3) gifts to which are

deductible for federal gift tax purposes under Section 2522(a)(2) of the Internal Revenue Code, and (4) testamentary dispositions to which are deductible for federal estate tax purposes under Section 2055(a) of the Internal Revenue Code. Any reference in these Articles of Incorporation to any section of the Internal Revenue Code shall be deemed to mean such section as it now exists or as it may hereafter be amended, supplemented, or superseded.

ARTICLE VII – REGISTERED OFFICE, AGENT, AND ACCEPTANCE

The address of the initial Registered Office of the CORPORATION shall be 2830 4th Avenue North, St. Petersburg, FL 33713; and the name of its initial Registered Agent at such address is Susanne Gettys.

Having been named to accept service of process for the above named corporation at the above listed address, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


ACCEPTED BY REGISTERED AGENT

ARTICLE VIII – INCORPORATORS

The initial subscribers to these Articles of Incorporation and their residence address is as follows:

Name

Residence

Susanne Gettys, Subscriber

2830 4th Avenue North
St. Petersburg, FL 33713

Marie A. Dean, Subscriber

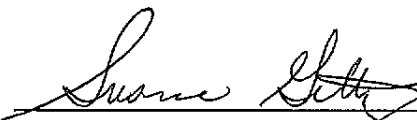
6620 70th Avenue North
Pinellas Park, FL 33781

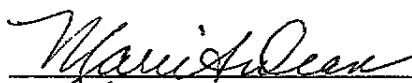
G. Lynn Woodall, Subscriber

14802 North Florida Avenue, #U325
Tampa, FL 33613

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF the undersigned subscribers have, pursuant to Chapter 617, Florida Statutes, executed these Articles of Incorporation for a Not-For-Profit Corporation and acceptance of Registered Agent. Sworn to and subscribed before me this 4th day of April 2002.


SUSANNE GETTYS, President,
Subscriber, Subscriber and
Registered Agent

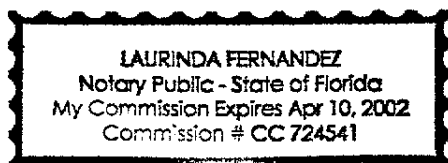

MARIE A. DEAN, Vice President,
Subscriber, and Director


G. LYNN WOODALL, Secretary/Treasurer,
Subscriber, and Director

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared Susanne Gettys, Marie A. Dean (I.D. D-500 55845 925 FL DL), and to me are well known to be the individual(s) who executed the foregoing Articles of Incorporation and acceptance of Registered Agent, acknowledged before me, according to law, that they made and subscribed the same for the purposes mentioned above and set forth. Sworn to and subscribed before me this 4th day of April, 2002.

My Commission Expires:




Notary Public, State of Florida at Large