

NO2000005433

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

7-12-02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 17 AM 9:26

FILED

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*****87.50 *****87.50

SUBJECT: THE CHILDREN'S LEAGUE OF FLORIDA, CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David Daniels
Name (Printed or typed)

4683 SUMMEROAK ST., #2309
Address

Orlando, FL. 32835
City, State & Zip

407-694-7920
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

7-18-02

EFFECTIVE DATE
7-12-02

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
THE CHILDREN'S LEAGUE OF FLORIDA, CORP.
(A Corporation Not-for-Profit)**

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the corporation shall be THE CHILDREN'S LEAGUE OF FLORIDA, CORP.

**ARTICLE II.
ADDRESS**

The street address of the corporation (and principal office) is c/o David Daniels, 4683 Summeroak St., #2309, Orlando, Florida 32835.

**ARTICLE III.
DURATION AND EFFECTIVE DATE**

The corporation shall have perpetual existence and shall be effective as of July 12, 2002.

**ARTICLE IV.
PURPOSES**

Said corporation is organized exclusively for charitable, religious, literary, educational, prevention of cruelty to children and scientific purposes under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

More specifically, subject to the restrictions and limitations of these Articles of Incorporation, the Corporation shall strive to serve children with special health care, financial and quality of life needs regardless of ability to pay. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the 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 Code Section 501 (c) (3) organizations organized and operated exclusively for charitable purposes; provided, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE V.
POWERS

This corporation shall have all powers granted by law to not-for-profit corporations 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, 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 the purposes set forth in Article IV hereof. No sustainable 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 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (b) No member, Director, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, 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.
- (c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

- (d) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (e) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (g) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI. MEMBERSHIP

- (a) This corporation shall be organized on a nonstock basis and shall not issue shares of stock.
- (b) Those persons who make contributions to this corporation shall be eligible for membership in this corporation. Each such person approved by the Board of Directors, in accordance with the Bylaws, shall be automatically admitted as a member of this corporation for the fiscal year of the corporation in which a contribution is made. The Board of Directors, in accordance with the Bylaws, may expel members.
- (c) All members shall have the same rights and privileges and each member shall be entitled to one (1) vote on all corporate matters requiring a vote on the membership, provided that members shall not be entitled to elect the Directors. Except as otherwise provided by law, the members in attendance at any duly called meeting shall constitute a quorum and the majority vote of the members in attendance shall govern as to all matters requiring a vote of the membership.

ARTICLE VII BOARD OF DIRECTORS

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors. The Board of Directors shall be a self-perpetuating body and new Directors

shall be elected by ongoing Directors at their annual meeting. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any member of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board except as otherwise provided in the Bylaws. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The first Board of Directors, consisting of those persons (but not less than three (3)) who shall serve until their successors are duly elected and qualified are:

| | |
|------------------|--------------------------------|
| David Daniels | President, Director |
| Margarita Suleac | Vice President, Director |
| Oxana Daniels | Treasurer, Secretary, Director |
| Vladimir Suleac | Director |
| Sigitas Imbrasas | Director |

ARTICLE VIII INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IX. BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE X REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be 4683 Summeroak St., #2309, Orlando, FL 32835 and the registered agent shall be David Daniels.

The registered agent and registered office provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors and such amendments may be proposed and adopted in the manner provided in the Bylaws.

FILED

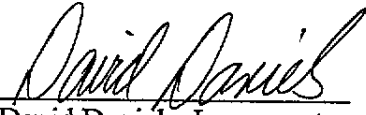
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ARTICLE XII
INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the person signing these Articles of Incorporation is David Daniels, 4683 Summeroak St., #2309, Orlando, FL 32835.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 10th day of July, 2002.


David Daniels, Incorporator

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby agree to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of 617.0501, Florida Statutes.


David Daniels, Registered Agent