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**Florida Supreme Court
Certified Civil Mediator*

October 14, 2002

via Federal Express

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

Florida Department of State
DIVISION OF CORPORATIONS
409 E. Gains Street
Tallahassee, Florida 32399

Re: Toys for Tots of Palm Beach County, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$70.00 filing fee for the above referenced nonprofit corporation.

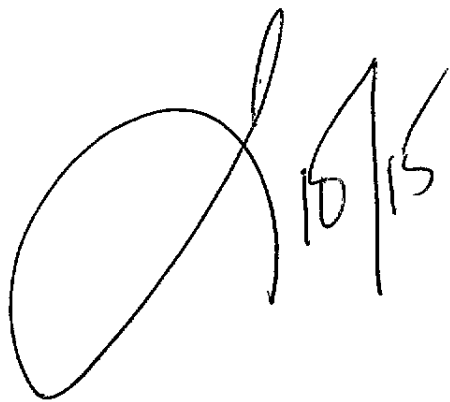
Please file upon receipt and return proof of filing to me at the above address. Please contact my office if you need additional information or clarification. Thank you in advance for your time and assistance.

Sincerely,



Keith A. Seldin

KAS/gse
enclosures



FILED
02 OCT 15 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TOYS FOR TOTS OF PALM BEACH COUNTY, INC.
A NOT FOR PROFIT FLORIDA CORPORATION

FILED
02 OCT 15 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
NAME OF CORPORATION

The name of this corporation is TOYS FOR TOTS OF PALM BEACH COUNTY, INC.

ARTICLE II
TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE III
GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- A. To provide holiday toys, gifts and activities to needy children in Palm Beach County and other counties in the State of Florida.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the

foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of, such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

- C. To do such other things as are incidental to the purposes of the nonprofit corporation or necessary or desirable in order to accomplish them.

ARTICLE IV
NOT FOR PROFIT NATURE; POWERS

1. The Corporation is organized pursuant to the Florida Nonprofit Corporation Code and is a nonprofit corporation as described in Section 501(c)(3) of the Internal Revenue Code, as amended.
2. 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 empower to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial 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 any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any

activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Florida Nonprofit Corporation Code.

4. In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to any other organization(s) organized and operating for the same purposes for which the Corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, or educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or that the Corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the Court of Palm Beach County shall, upon application of one or more persons having a real interest in the Corporation or its assets make such distribution(s) as provided in these Articles of Incorporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida will be ~~North Palm Beach Country Club, 951 U.S. Highway 1, North Palm Beach, Florida 33408~~ ^{540 Captains Rd.} ~~and the name of its initial registered agent at such address is Edward D'Ambra.~~ ^{RB} The street address and mailing address of the principal office is North Palm Beach Country Club, 951 U.S. Highway 1, North Palm Beach, Florida 33408.

ARTICLE VI
DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in the manner provided for in the By-Laws of the Corporation, provided that the Corporation shall always have at least three (3) Directors. The officers of the Corporation comprise the Board of Directors: President, Vice President, Secretary and Treasurer, said officers being duly elected by the general membership at the annual business meeting, or as may be set forth in the By-Laws of the Corporation. The name and street address of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Charles Boneparth (T/D)	200 Ocean Trail Way, Apt. 202, Jupiter, FL 33477
Edward D'Ambra ^{ED} (V.P./S/D)	756 Waterway Drive, North Palm Beach, FL 33408
Ray Brady (P/D)	540 Captains Road, North Palm Beach, FL 33408

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles Boneparth	200 Ocean Trail Way, Apartment 202, Jupiter, FL 33477
Edward D'Ambrose <i>AE9</i>	756 Waterway Drive, North Palm Beach, FL 33408
Ray Brady	540 Captains Road, North Palm Beach, FL 33408

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge
and file the foregoing Articles of Incorporation under the laws of the State of Florida this 14th
day of October, 2002.

Charles Boneparth
Charles Boneparth

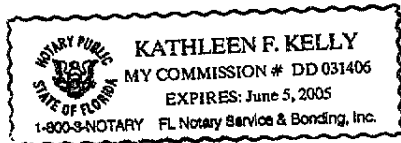
CHARLES BONEPARTH
Edward D'Ambrose
Edward D'Ambrose

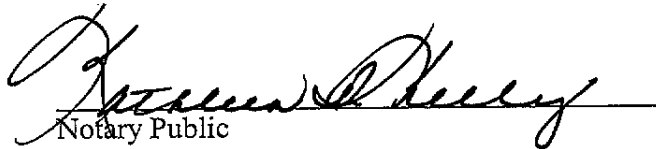
EDWARD D'AMBROSE
Ray Brady
Ray Brady

RAY BRADY

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

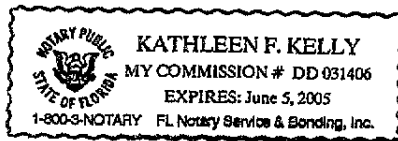
The foregoing was acknowledged before me this 14th day of October, 2002, by CHARLES BONEPARTH, who is personally known to me or has produced a Driver's License as identification, and who did take an oath.





Notary Public
State of Florida
My commission expires:

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

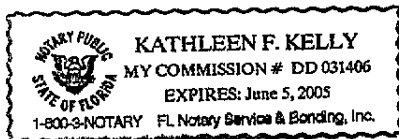
The foregoing was acknowledged before me this 14th day of October, 2002, by EDWARD D'AMBRA, who is personally known to me or has produced a Driver's License as identification, and who did take an oath.

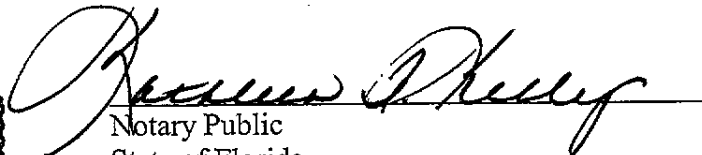



Notary Public
State of Florida
My commission expires:

STATE OF FLORIDA)
COUNTY OF PALM BEACH)


The foregoing was acknowledged before me this 14th day of October, 2002, by RAY BRADY, who is personally known to me or has produced a Driver's License as identification, and who did take an oath.




Notary Public
State of Florida
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. The undersigned is familiar with and accepts the obligations of a Registered Agent.


EDWARD D'AMBRIA
A
EE

FILED
02 OCT 15 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA