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November 15, 2002

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

Re: Kids Educational Enrichment Program, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above referenced Corporation for filing. Please return one (1) certified copy of same to our address above via fed-ex. Should you have any questions regarding this matter, please do not hesitate to call us directly.

Very truly yours,

RONDA D. GLUCK

**ARTICLES OF INCORPORATION
OF
KIDS EDUCATIONAL ENRICHMENT PROGRAM, INC.**

I, the undersigned Incorporator to these Articles of Incorporation, natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

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ARTICLE I

NAME

The name of the corporation is KIDS EDUCATIONAL ENRICHMENT PROGRAM, INC. Its principal office shall be at 1155 Hillsboro Mile #10, Hillsboro Beach, FL 33062, or at such other place as may be designated from time to time, by the Board of Directors.

ARTICLE II

PURPOSES

This corporation is organized for the purposes of:

1. Being organized to operate exclusively for charitable, educational purposes and all objectives of the corporation shall be subject thereto and in pursuance thereof;
2. Providing education resources for children and for all other legal purposes.
3. The corporate purposes shall furthermore be in accordance with the provisions of Florida Statutes Chapter 617 and Section 501(c)(3) of the Internal Revenue Code, as amended.
4. To perform any and all acts that are legal under the United States and State of Florida laws

ARTICLE III

MEMBERSHIP

There will be no membership in the corporation. There are no members of the corporation entitled to vote.

ARTICLE IV

TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is re, 1155 Hillsboro Mile, Apt 10, Hillsboro Beach, Florida 33062, and the name of the initial registered agent of this Corporation at that address is Ronda D. Gluck, Esq.

ARTICLE VI

INCORPORATORS

The name and address of the Incorporator is:

Bill T. Smith, Jr., Esq.
Bill T. Smith, Jr. P.A.
980 N. Federal Highway
Suite 402
Boca Raton, FL 33432

ARTICLE VII

DIRECTORS

The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the persons who are to serve as initial directors are:

Larry Shore, President and Director; 1155 Hillsboro Mile, #10, Hillsboro Beach, Florida 33062

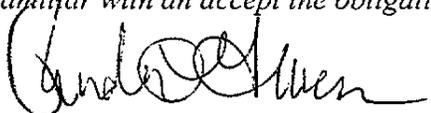
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE
A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the Corporation is: Kids Educational Enrichment Program, Inc.
2. The name and the Florida street address of the registered agent are:

Ronda D. Gluck, Esq.
Bill T. Smith, Jr. P.A.
980 North Federal Highway, Suite 402
Boca Raton, Florida 33432

Having been named as registered agent and to accept services of process for the above stated limited liability company at the place designated in this certificate, 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.



RONDA D. GLUCK, ESQ.

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Randy Scott, Vice-President and Director; 2550 SW 18th Terrace #2106, Ft. Lauderdale, FL 33315

Dawn Contreras, Secretary and Director
20305 Monteverdi Cr., Boca Raton, Florida 33498

Marilene Acco, Treasurer and Director; 3966 Coco Palm Cir., Coconut Creek, Florida 33063

The number of original directors of this corporation may be fixed or changed from time to time by amendment of the By-Laws of this corporation.

There shall be no fewer than three (3) directors and no more than nine (9) directors at any one time.

ARTICLE VIII

BY-LAWS

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE X

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends, and no part of its income shall

inure to the benefit of any member, director, officer or individual; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described herein.

ARTICLE XI

PROHIBITION OF CERTAIN ACTIVITIES

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XII

DISSOLUTION

Upon dissolution of this corporation in accordance with Florida law, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIV

MEETINGS BY TELECONFERENCE

Any and all meetings of the Directors or Officers may be attended in person or by telephone or other form of electronic conferencing.

ARTICLE XV

INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings. Evidencing their consent are

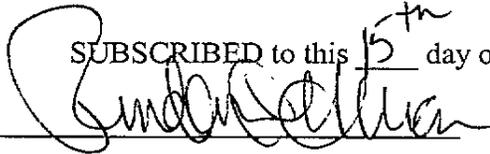
filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI

LIABILITY

None of the members, directors or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

SUBSCRIBED to this ^{15th} day of November, 2002.

A handwritten signature in cursive script, appearing to read "Ronda D. Gluck", written over a horizontal line.

RONDA D. GLUCK, Esq. Incorporator