

Division of Corporations

Page 1 of 1

# N03000000446

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000022881 4)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : MARY FOX, E.A. & ASSOCIATES, INC.  
Account Number : I19980000029  
Phone : (352)347-4424  
Fax Number : (352)347-9175

FILED  
STATE  
DIVISION OF CORPORATIONS  
03 JAN 17 AM 7:27

## FLORIDA NON-PROFIT CORPORATION

Special Kids, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	09
Estimated Charge	\$87.50

FILED  
CLERK OF CIRCUIT COURT  
03 JAN 17 AM 7:27

ARTICLES OF INCORPORATION  
OF  
SPECIAL KIDS, INC.

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

*Article I*

Name

The name of this corporation shall be SPECIAL KIDS, INC. and its principal place of business shall be in the Villages, County of Sumter, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

*Article II*

Principal Place of Business

The principal office of this corporation shall be located in The Villages, County of Sumter, State of Florida, and the post office address of said principal office of the corporation shall be 1125 Chaparral Drive, Lady Lake, Florida 32159. The mailing address shall be the same.

*Article III*

Purpose and Powers

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

*Article IV*

Appointment of Directors

The number of Directors of the Corporation shall be not less than three (3) or more than five (5).  
The Advisory Board shall appoint the Directors according to the By-Laws.

MARY FOX E. A. & ASSOC., INC.

5608 S.E. 113th St.  
Belleview, FL 34420

Mary

(( ( H 03000022881 4 )))

*Article V*Directors

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

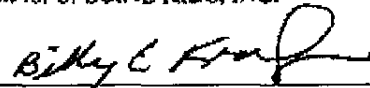
<u>NAME</u>	<u>ADDRESS</u>
Billy E. Kraft	1125 Chaparral Dr., Lady Lake, Florida 32159-9418
Rodney B. Kerr	1140 Chaparral Dr, Lady Lake, Florida 32159
Ronnie C. David	1804 Enrique Dr., Lady Lake, Florida 32159

*Article VI*Registered Agent

The street address of the initial registered office is 1125 Chaparral Drive, Lady Lake, Florida 34491, and the name of the initial registered agent at that office is Billy E. Kraft.

Acceptance

I HEREBY accept the appointment as Registered Agent for SPECIAL KIDS, INC.



Billy E. Kraft

*Article VII*Incorporator

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Billy E. Kraft	1125 Chaparral Dr, Lady Lake, FL 32159

*Article VIII*Net Earning

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the corporation

MARY FOX E. A. & ASSOC., INC.  
5608 S.E. 113th St.  
Belleview, FL 34420

((C H 036000 22881 4)))

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 Three hereof. 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 (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, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### *Article IX*

##### General Provisions

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The Corporation shall indemnify any and all Directors or officers/directors, or any person who may have served at its request as an officer/director of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which as officers they, or any of them, are made parties, or a party, by reason of being or having been, or an officer/director of the corporation, or of such other corporation, except in relation to matters as to which any such officer/director or former officer/director or person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such officer/director or person is liable for negligence or misconduct in the performance of his duties. If such officer/director or person was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case of any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested committee or group of persons to whom the question may be referred by the officer/director,

MARY FOX E. A. & ASSOC., INC.  
5608 S.E. 113th St.  
Bellevue, FL 34420

((H030000228814))

any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

Such indemnification shall not be deemed exclusive of any right to which those indemnified may be entitled under the By-Laws agreement, both of stockholders, or otherwise.

#### *Article X*

##### Existence

This Corporation shall have perpetual existence unless dissolved in a manner provided by law. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal 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.

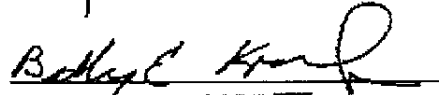
#### *Article XI*

##### By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Officers.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of SPECIAL KIDS, INC.

Witness my hand and seal this 13th day of JANUARY, 2003

  
BILLY E. KRAFT

STATE OF FLORIDA

COUNTY OF MADISON

HEREBY CERTIFY that on this 13th day of JANUARY, 2003 before me personally appeared Billy E. Kraft, who produced FL DL for identification and did not take an oath, and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed. WITNESS my hand and official seal at Belleview, Florida the day and year last above written.

  
Notary Public, State of Florida

WILLIAM L. FOX  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # 0014422  
EXPIRES 02/28/2006  
BONDED THRU 1-31-2004

MARY FOX E. A. & ASSOC., INC.  
5608 S.E. 113th St.  
Belleview, FL 34420

MARY FOX E. A. & ASSOC., INC.  
5608 S.E. 113th St.  
Belleview, FL 34420

((C H030000 22881 4))

**BYLAWS  
OF  
SPECIAL KIDS, INC.**

**ARTICLE I**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings of the members may be requested by the President, the Board of Directors, or the holders of a majority of the outstanding voting members.

**Section 3. Notice.** Written notice of all members meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all members of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

**Section 4. Place of Meeting.** Members meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

**Section 5. Quorum.** A majority of the outstanding voting members, whether represented in person or by proxy, shall constitute a quorum at a members meeting. In the absence of a quorum, a majority of the represented membership may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some members results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a membership meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the membership who are entitled to vote with respect to the subject matter of the vote.

## ARTICLE II DIRECTORS

**Section 1. Number of Directors.** The corporation shall be managed by a Board of Directors consisting of 3 director(s).

**Section 2. Election and Term of Office.** The directors shall be elected at the meeting. Each director shall serve a term of 2 year(s), or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** An annual meeting shall be held, without notice. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed.

**Section 7. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 8. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting of the Board of Directors called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 9. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

## ARTICLE III OFFICERS

**Section 1. Number of Officers.** The officers of the corporation shall be a President, one

MARY FOX E. A. & ASSOC., INC.  
5608 S.E. 113th St.  
Bellevue, FL 34420

MARY FOX E. A. & ASSOC., INC.  
5608 S.E. 113th St.

PO BOX 113

((C H03000022881 4)))

or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Two or more offices may be held by one person.

**Section 2. Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. Each officer shall serve a one year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

#### ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting; provided however, that the Board of Directors may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.


#### ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).



**Certification**

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on December 02, 2002.

  
Rodney B. Kest Secretary

MARY FOX E. A. & ASSOC., INC.  
5608 S.E. 113th St.  
Belleview, FL 34420

(CC H030000228814))