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(Requestor's Name)

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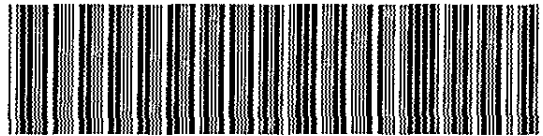
(Business Entity Name)

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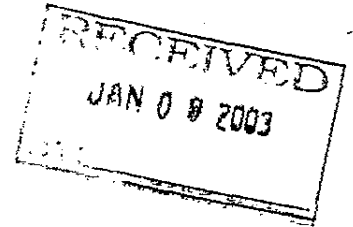
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SECRETARY OF  
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State



January 7, 2003

PARRI & WHITE, P.A.  
1217 PONCE DE LEON BLVD.  
CLEARWATER, FL 33756

SUBJECT: EYE CARE 4 KIDS CHILDREN'S FOUNDATION, INC.  
Ref. Number: W03000000433

We have received your document for EYE CARE 4 KIDS CHILDREN'S FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

Letter Number: 703A00000730

**FILING OF DOCUMENTS**

**Date:** 31 December 2002

**RE:** Articles of Incorporation and Certificate of  
Designation Registered Agent/Registered Office  
of EYE CARE 4 KIDS CHILDREN'S FOUNDATION, INC.

**Our File #**3002

Enclosed are the originals of the **Articles of Incorporation of Eye Care 4 Kids Children's Foundation, Inc.**, and **Certificate of Designation of Registered Agent/Registered Office**. Please file the originals and return a certified copy to our office.

Also enclosed is our check #7242 in the amount of \$78.75. Of that amount \$35.00 is the Filing Fee for the Articles of Incorporation, \$35.00 for the Designation Registered Agent/Registered Office and \$8.75 for a Certified Copy.

Please contact me if you have any questions or need additional information. Thank you for your cooperation.

JoAnn M. Reinhardt  
Estate Planning Assistant

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

*Law Offices*  
**PARRI & WHITE, P.A.**  
1217 Ponce de Leon Blvd.  
Clearwater, FL 33756  
(727) 586-4224 or 849-1958

/jmr  
Encl.

**FILING OF DOCUMENTS**

**Date:** January 13, 2003

**Our File #**3002

**RE: "CORRECTED"**

Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office of **EYE CARE 4 KIDS CHILDREN'S FOUNDATION, INC.**

Regarding our telephone conversation of January 10, 2003, enclosed is a new **Corrected** original copy of the **Articles of Incorporation of Eye Care 4 Kids Children's Foundation, Inc., and Certificate of Designation Registered Agent/Registered Office**, as requested. Article IV on Page 2 has been corrected with the Board of Directors now having three Directors named as you requested in your letter dated January 7, 2003 (copy enclosed). We have also named the Officers, and added the **effective date shall be January 1, 2003** on page 5 where the Incorporator signed, which we discussed. Please file the original and return a certified copy to our office.

You also stated in your letter you were returning our document for EYE CARE 4 KIDS CHILDREN'S FOUNDATION, INC. to be corrected. The document enclosed in your letter was the Articles of Incorporation for Success Services, Inc., not the original Articles that we mailed to your office on December 31, 2002. This document is also enclosed.

Please contact me if you have any questions. Thank you for your assistance in this matter.

JoAnn M. Reinhardt  
Estate Planning Assistant

Division of Corporations  
Florida Department of State  
**ATTN: STACY PRATHER, Supervisor**  
P.O. Box 6327  
Tallahassee, FL 32314

*Law Offices*  
**PARRI & WHITE, P.A.**  
1217 Ponce de Leon Blvd.  
Clearwater, FL 33756  
(727) 586-4224 or 849-1958

/jmr  
Encl.

**ARTICLES OF INCORPORATION  
OF  
EYE CARE 4 KIDS CHILDREN'S FOUNDATION, INC.  
A NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of a not for profit corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME AND DURATION**

1.1 The name of the corporation is:

**Eye Care 4 Kids Children's Foundation, Inc.**

1.2 The duration of the Institute shall be perpetual.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is:

371 Telford Court  
Spring Hill, FL 34606

**ARTICLE III  
PURPOSES**

3.1 The Corporation is organized exclusively for charitable, educational, and scientific purposes to provide medical educational and counseling services to or for the benefit of children and adolescents whose parents and guardians cannot afford and are unable to provide such medical services.

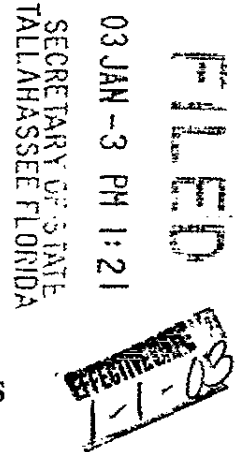
3.2 Other specific purposes are:

a. To make 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. (The Internal Revenue Code is hereinafter referred to as "Code").

b. To conduct research by itself or in cooperation with schools of higher learning, community organizations and/or governmental agencies involving medical services for children and adolescents.

c. To solicit and collect contributions and donations; to accept contributions and donations by gift, will or otherwise in money or other property and to hold such funds and property for such periods of time as may be necessary to carry out the purposes of the Institute;

e. To offer seminars, workshops, counseling and other and other educational programs in order to carry out its exempt purposes; and



- d. To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

#### **ARTICLE IV OFFICERS AND DIRECTORS AND MANNER OF ELECTION**

4.1 The activities and affairs of the corporation shall be managed by a Board of Directors who shall be elected by the first Board of Directors. The number of Directors shall be fixed by the Bylaws of the corporation, but in no event shall the number be less than three. All vacancies on the Board Directors shall be filled by an additional vote of a majority of the remaining Directors.

4.2 The first Board of Directors and Officers are as follows:

G. Scott Barone, Pres/Dir 371 Telford Court Spring Hill, FL 34606	Karen M. Barone, Sec/Treas/Dir 371 Telford Court Spring Hill, FL 34606	Gary Barone VP/Dir 371 Telford Court Spring Hill, FL 34606
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4.3 The Board of Directors and Officers may deal with and expend the income and principal of the corporation in such manner as in the judgment of the Board of Directors will best promote its purposes.

4.4 The Bylaws may confer powers upon the Directors in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

#### **ARTICLE V LIMITATIONS OF CORPORATE POWERS**

5.1 The following limitations of the Corporation's powers shall apply:

a. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

b. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered; reimburse reasonable and necessary expenses incurred by the directors, officers, or other private persons; provide employee fringe benefits, and make payments and distributions in furtherance of the purposes herein above set forth.

c. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Institute engage in any activities that are unlawful under applicable federal, state, or local laws.

d. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in or exercise any powers that are not in furtherance of the purposes of the Corporation.

e. The Corporation shall not operate for the purposes of carrying on a trade or business for profit, provided, however, the Corporation may conduct one or more business operations in order to carry out the general and specific purposes of the Corporation.

f. The Corporation may conduct operations throughout the United States of America and in other foreign countries subject, however, to the laws of the State of Florida and the purpose of carrying out the Corporation's general and specific purposes.

## **ARTICLE VI GENERAL POWERS**

6.1 The Institute shall have the following general powers:

a. To hold funds solely and exclusively for the benefit of the Institute and for the purposes set forth in these Amended and Restated Articles of Incorporation;

b. To promulgate and enforce rules, regulations, bylaws, and agreements to effectuate the purposes for which the Institute is organized;

c. To delegate power or powers where such is deemed in the interest of the Institute;

d. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real, personal, or mixed property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles unless restricted herein and not forbidden by the laws of the State of Florida;

e. To employ one or more financial institutions as custodian or custodians of any funds or securities and to delegate to them such powers as may be appropriate, to hold Institute and trust property without indication of fiduciary capacity, but only in the name of a registered nominee, provided such property is at all times identified as such on the books of the Institute or a trust; to keep any and all of such property or funds in any place or places in the United States of America;

f. To employ clerks, agents, accountants, legal counsel, investment counsel, investment agents and any necessary special services and to pay the reasonable compensation and expenses for all such services;

g. To pay commissions and/or fees to consultants brokers, salespersons, insurance agents and others similarly situated as well as reasonable referral fees to persons referring matters to the Corporation in furtherance of its exempt purposes and activities;

h. To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the corporation for monies borrowed or in payment for property acquired or for any other purposes of the corporation and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Instituted wherever situated;

i. To acquire property by grant, gift, purchase, devise or bequest, and may hold and dispose of such property as the Institute shall require to carry out its purposes;

- j. To operate such business ventures authorized in these Articles;
- k. To organize and establish auxiliary and subsidiary organizations to support and carry out the purposes of the Corporation;
- l. To sponsor, encourage and contribute to exempt educational, charitable, economic, scientific or literary organizations for their exempt activities;
- m. To compromise, contest, prosecute, defend or abandon claims in favor of or against the Corporation; and
- n. To have all of the common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with these Articles of Incorporation.

## **ARTICLE VII CONTRACTUAL POWERS**

7.1 In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, corporation, partnership limited liability company or other entity shall be affected or invalidated by the fact that any director or officer of the Institute is pecuniarily or otherwise interested therein. Any such person may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested or was not a shareholder, director, officer or member of such firm, association, corporation, partnership, limited liability company or other entity.

7.2 None of the officers, directors, or any advisory council members, shall be responsible or liable for the acts or omissions of the other persons previously named, a predecessor thereof, a custodian, agent, employee, depository or counsel who have been selected with reasonable care.

## **ARTICLE VIII DISSOLUTION OF THE CORPORATION**


8.1 No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation. In the event of dissolution, the residual assets of the Corporation, after payment of all costs and expenses of such dissolution, will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or to the federal, state, and local government for an exclusive public purpose.

## **ARTICLE IX AMENDMENTS**

9.1 Amendments to the Articles may be adopted by the Board of Directors at any meeting thereof at which a quorum is present. A copy of the proposed amendment with a certificate thereon that it has been approved by the Directors, sealed with the corporate seal, signed by the Secretary, and executed and knowledge by the President or Vice-President, shall be prepared and filed with the Secretary of State of Florida in the manner required for Articles of Amendment for a corporation not-for-profit. Subject to the foregoing terms and conditions, the Corporation reserves the right to alter, amend, change or repeal any provision contained herein and in any Amendment to the Articles of Incorporation.



The undersigned Incorporator has executed these Articles of incorporation this 18 day of December, 2002, however the effective date shall be January 1, 2003.

  
\_\_\_\_\_  
Signature of Incorporator

G. Scott Barone

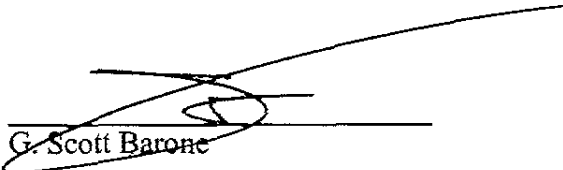
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 of 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
EYE CARE 4 KIDS CHILDREN'S FOUNDATION, INC.
2. The name and address of the registered agent and office is:  
G. Scott Barone  
37 1 Telford Court  
Spring Hill, FL 34606

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature By

  
G. Scott Barone

Date:

December 18, 2002

**FILED**  
03 JAN -3 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA