

N'D3000001420

(Requestor's Name)

JOHN A. PANYKO, P.A.
200 SOUTH TARRAGONA STREET
PENSACOLA, FL 32501

(Address)

(City/State/Zip/Phone #)

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W03000016434

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2003 JUN 19 PM 12:03

FILED

C. Coulliette JUN 20 2003

JOHN A. PANYKO, P.A.
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

June 3, 2003

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Pro Kids Foundation, Inc.
Our File No. K6-03588

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation to be filed on behalf of Pro Kids Foundation, Inc.

Enclosed please also find check no. 1653 in the amount of \$35 in payment of the filing fee for same.

Please file the enclosed at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,



John A. Panyko
For the Firm

JAP/cmw

Enclosures (3)
pc: Paula Kendig



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 9, 2003

JOHN A. PANYKO, P.A.
200 SOUTH TARRAGONA ST.
PENSACOLA, FL 32501

SUBJECT: PRO KIDS FOUNDATION, INC.
Ref. Number: W03000016434

We have received your document for PRO KIDS FOUNDATION, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records show no entity by this name.

We had no filing fee included for the filing of the second corporation you had submitted in the same package. If you wish to file both of these amendments, you will need another \$35 fee.,

Please return 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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 703A00035942

JOHN A. PANYKO, P.A.
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

June 18, 2003

Florida Department of State
Division of Corporations
Attn: Cheryl Coulliette
Post Office Box 6327
Tallahassee, Florida 32314

RE: Pro Kids Network, Inc.
Our File No. K6-03588

Dear Cheryl:

Enclosed please find two original Amended and Restated Articles of Incorporation to be filed on behalf of Pro Kids Network, Inc.

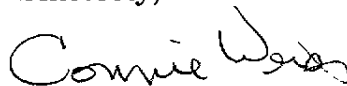
Enclosed please also find your letter of June 9, 2003, with regard to this matter. Although we understand that you did receive our \$35 payment of the fee for filing this amendment and same has been retained by your office in anticipation of the return of these documents.

Please file the enclosed and return a copy to our office at your earliest convenience.

Thank you for your assistance in this matter.

If you should have any questions or comments regarding this matter, please do not hesitate to contact me directly at your convenience.

Sincerely,



Connie Weiss, Adm. Assistant
John A. Panyko, P. A.

cw\Enclosures (3)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PRO KIDS NETWORK, INC.**

FILED
2003 JUN 19 PM 12:03
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned corporation amends and restates its Articles of Incorporation as follows:

FIRST: The name of the corporation is PRO KIDS FOUNDATION, INC., a Florida nonprofit corporation.

SECOND: The following amendment and restatement of the corporation's Articles of Incorporation were unanimously adopted by the sole director of the corporation on April 23, 2003, said vote was sufficient for approval (no member vote was required by law or otherwise), in the manner prescribed by the Florida Not For Profit Corporation Act:

ARTICLE I

Name

The name of this corporation is PRO KIDS FOUNDATION, INC. The address of the principal office of the corporation is 2921 Inverness Place, Pensacola, Florida 32503, and its mailing address is the same.

ARTICLE II

Corporate Name

This is a nonprofit corporation, organized solely for general educational, scientific and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A. The sole purpose is to raise, invest, and manage funds specifically to provide educational programs and support services at Parent Resource Organization Network, Inc., a nonprofit corporation and other organizations, which assists citizens of the State of Florida who are disabled, to develop normal, healthy and productive lives.

B. For the receipt of contributions, endowments, local, state and federal grants, and assistance given to support Parent Resource Organization Network, Inc. to provide educational services and support

programs for individuals with developmental disabilities and administer such funds as required.

C. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code of 1986, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

The manner in which the directors of the corporation shall be elected and the terms they shall serve shall be set forth in the bylaws of the corporation.

ARTICLE VI

Earnings and Activities of Corporation

A. 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 and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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 any candidate for public office.

C. 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).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the

purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, scientific and charitable purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

This corporation shall not have members.

ARTICLE IX

Incorporator

The name of the Incorporator of this corporation is PAULA B. KENDIG and her address is 2921 Inverness Place, Pensacola, Florida 32503.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this

corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

ARTICLE XI

Registered Agent and Office

The address of the corporation's registered office shall be 2921 Inverness Place, Pensacola, Florida 32503, and the name of its registered agent at said address shall be PAULA B. KENDIG.

ARTICLE XII

Amendment of Articles

Amendments to these Articles of Incorporation may occur by an amendment approved by the Board of Directors.

THE UNDERSIGNED, being the President of this corporation, for the purposes of amending and restating the Articles of Incorporation under the laws of the State of Florida in the name of and on behalf of the corporation, has executed these Amended and Restated Articles of Incorporation, this 28 day of May, 2003.

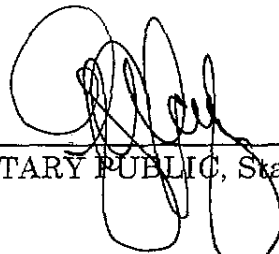
PRO KIDS FOUNDATION, INC,
a Florida Nonprofit corporation

BY: Paula B. Kendig
PAULA B. KENDIG
Its President

STATE OF FLORIDA)
)
COUNTY OF ESCAMBLA)

THE FOREGOING INSTRUMENT was acknowledged before me this
28 day of May, 2003, by PAULA B. KENDIG, as President of PRO KIDS
FOUNDATION, INC., and who personally appeared before me and is
personally known to me or who has produced _____ as
identification.





NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, PAULA B. KENDIG, am familiar with and hereby accept the
appointment as Registered Agent for PRO KIDS FOUNDATION, INC., as set
forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my seal this 28 day of May, 2003.



PAULA B. KENDIG