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2003 JUN -5 AM 11:28

STATE  
TALLAHASSEE, FLORIDA

C. Coulllette JUN 10 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: Parent Resource Organization Network, Inc.  
Our File No. K6-03588

Ladies and Gentlemen:

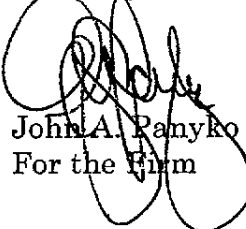
Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation to be filed on behalf of Pro Kids Foundation, Inc.

Enclosed please also find check no. 1654 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

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PARENT RESOURCE ORGANIZATION NETWORK, INC.

FILED  
2003 JUN - 5 AM 11:29  
TALLAHASSEE, FLORIDA

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 Parent Resource Organization Network, 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 March 20, 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 PARENT RESOURCE ORGANIZATION NETWORK, 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 Parent Resource Organization Network, Inc. will ensure public education and advocacy, systems change and training of future leaders to enhance Florida's early intervention system and other special education and disability initiatives.

B. To operate exclusively in a manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to the organization qualified as a tax exempt organization

under the Internal Revenue Code, 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.

Parent Resource Organization  
Network, Inc.  
a Florida corporation

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

STATE OF FLORIDA       )  
                                      )  
COUNTY OF ESCAMBIA    )

THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of May, 2003, by PAULA B. KENDIG, as President of Parent Resource Organization Network, Inc., and who personally appeared before me and is personally known to me or who has produced \_\_\_\_\_ as identification.



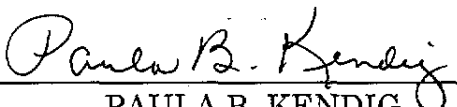
[Signature]  
NOTARY PUBLIC, State of Florida



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, PAULA B. KENDIG, am familiar with and hereby accept the appointment as Registered Agent for PARENT RESOURCE ORGANIZATION NETWORK, 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