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**FLORIDA NON-PROFIT CORPORATION**

**STEP BY STEP PTO FOUNDATION, INC.**

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ARTICLES OF INCORPORATION  
OF  
STEP BY STEP PTO FOUNDATION, INC.  
(A Corporation Not-For-Profit)

ARTICLE I

The name of the corporation (the "Corporation") is Step by Step PTO Foundation, Inc.

ARTICLE II

The principal office or mailing address of the Corporation is:

c/o Step by Step  
5860 Golden Gate Parkway  
Naples, Florida 34116

ARTICLE III

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The members of the Corporation shall consist initially of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

Prepared by Marve Ann Alaimo, Esq.  
Cummings & Lockwood  
24311 Walden Center Drive, Suite 201  
Bonita Springs, Florida 34134  
(941) 947-8811  
Florida Bar No. 00117749

ARTICLE V

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation or until their successors are elected, are:

- |                 |   |
|-----------------|---|
| Tracy Pederson  | c/o Step by Step<br>5860 Golden Gate Parkway<br>Naples, Florida 34116 |
| Lisa Nichols    | c/o Step by Step<br>5860 Golden Gate Parkway<br>Naples, Florida 34116 |
| Sarah Glog      | c/o Step by Step<br>5860 Golden Gate Parkway<br>Naples, Florida 34116 |
| Kathleen Brewer | c/o Step by Step<br>5860 Golden Gate Parkway<br>Naples, Florida 34116 |

ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

- |                |                 |
|----------------|-----------------|
| President      | Tracy Pederson  |
| Vice President | Lisa Nichols    |
| Secretary      | Sarah Glog      |
| Treasurer      | Kathleen Brewer |

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

**ARTICLE VIII**

The name and address of the Corporation's registered agent are:

Jean Mekeel  
c/o Step by Step  
5860 Golden Gate Parkway  
Naples, Florida 34116

**ARTICLE IX**

These Articles may be amended as provided in the Bylaws.

**ARTICLE X**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

**ARTICLE XI**

The name and address of the incorporator are:

Marve Ann Alaimo, Esq.  
Cummings & Lockwood  
24311 Walden Center Drive, Suite 201  
Bonita Springs, Florida 34134

**ARTICLE XII**

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

**Section 3. Limitation on Lobbying Activities.** Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propoganda, or otherwise attempting to influence legislation.

**Section 4. Prohibition on Intervening in Political Campaigns.** Notwithstanding any other provision of these Articles to the contrary, 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.

**Section 5. Tax-Exempt Status.** Notwithstanding any other provision of these Articles to the contrary, 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 Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

#### ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

**Section 1. Taxable Distributions.** The Corporation shall distribute its net revenues at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

**Section 2. Self-Dealing.** The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code).

**Section 3. Excess Business Holdings.** The Corporation shall be prohibited from retaining any excess business holding (as defined in section 4941(d) of the Code) which would subject the Corporation to tax under section 4945 of the Code.

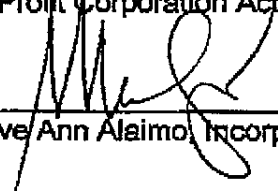
**Section 4. Jeopardizing Investments.** The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the Directors have acquired such assets.

**Section 5. Taxable Expenditures.** The Corporation shall be prohibited from making any taxable expenditures (as defined in section 4945(d) of the Code).

ARTICLE XIV

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 22<sup>ND</sup> day of May, 2003, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By:   
Marve Ann Alaimo, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

**STEP BY STEP PTO FOUNDATION, INC.**

2. The name and address of the registered agent and office is:

Jean Mekeel  
c/o Step by Step  
5860 Golden Gate Parkway  
Naples, Florida 34116

*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 am familiar with and accept the obligations of my position as registered agent.*

Jean Mekeel  
Jean Mekeel

Dated: 5-21-03

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