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FLORIDA NON-PROFIT CORPORATION

The Childrens Future, Inc.

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**ARTICLES OF INCORPORATION
OF
THE CHILDRENS FUTURE, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I
Name and Principal Office

The name of this corporation shall be The Childrens Future, Inc. (the "Corporation"). Its principal office shall be located at: 1828 Kaluma Ct., Orlando, Florida 32806, or at such location as may be established by the Board from time to time.

ARTICLE II
Term

This Corporation shall commence corporate existence upon the date of filing of these Articles of Incorporation with the Florida Department of State and shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III
Purpose

The purposes for which this Corporation is organized are exclusively scientific, educational, and charitable purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

- A. To benefit students by allowing private donors to fund the purchase of materials and creation of projects recommended by teachers;
- B. To simplify the grant making process for projects and materials to be used for educational purposes;
- C. To facilitate and make distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3);
- D. Raising, receiving, maintaining, distributing and administering funds for the purposes listed above; and
- E. To conduct any and all lawful activities which may be necessary or useful in accomplishing the foregoing purposes;

F. The exercise of all powers conferred on a corporation organized under the Florida Not-For-Profit Corporation Act as currently in effect and as may be amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

Members

The sole member of the corporation shall be John F. Manoni, an individual residing in Florida, (the "Member"). The Member shall have such voting rights as are set forth in the Bylaws, including the right to amend the articles of incorporation of the Corporation. The qualification for additional Members and the manner of their admission and expulsion shall be as set forth in the Bylaws. This Corporation is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is American Information Services, Inc.

ARTICLE VI

Initial Board of Directors

The number of directors shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than three (3), nor more than nine (9). The names and street addresses of the initial directors of this Corporation, who shall serve until the first election of directors or until their earlier resignation, removal from office or death are:

John F. Manoni
1828 Kalurna Cr.
Orlando, Florida 32806

Peter E. Reinert
255 South Orange Avenue, Suite 1700
Orlando, Florida 32802

Karen R. WinterKamp
2310 Leu Road
Orlando, Florida 32803

ARTICLE VII
Incorporator

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

Peter E. Reinert, Esq.
255 South Orange Avenue, Suite 1700
Orlando, Florida 32801-3483

ARTICLE VIII
Bylaws

The Bylaws shall govern all operations of the Corporation and shall be in conformance with and compatible with Robert's Rules of Order and the requirements of Internal Revenue Code Section 501(c)(3) and the Regulations thereunder, as now in force or hereafter amended. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Member.

ARTICLE IX
Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Member.

ARTICLE X
Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), 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.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), as amended (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 Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Code Section 501(c)(3) as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

ARTICLE XI

Dissolution

The Corporation may be dissolved upon the direction of the sole Member or upon the vote of two-thirds (2/3) of the Members at a duly noticed meeting, if additional Members have been admitted. At such time as there are no Members, the Corporation may be dissolved upon a vote of two-thirds (2/3) of the Directors at a duly noticed meeting.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 one or more of the purposes of the Corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this 11 day of June, 2003, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.



Peter E. Reinert

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

The Childrens Future, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 1828 Kaluma Ct., Orlando, FL 32806, has named and designated American Information Services, Inc., with its registered office located at 255 South Orange Avenue, Suite 1700, Orlando, FL 32801, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 Florida Statutes, as the same may apply to the Corporation.

Dated this 11th day of June, 2003.

AMERICAN INFORMATION SERVICES, INC.

Jean M. Fisher
By: Jean M. Fisher, Assistant Secretary

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