

NO3000008698

(Requestor's Name)



Project Smile
Proyecto Sonrisa
P.O. Box 233
Palmetto, FL 34220-0233

(City/State/Zip/Phone #)

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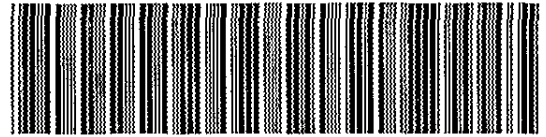
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OCT 7

ARTICLES OF INCORPORATION

OF

PROJECT SMILE / PROYECTO SONRISA OF MANATEE, INC.

The undersigned subscribers to these Articles of Incorporation hereby form a corporation not for profit under the laws of the State of Florida.

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ARTICLE I - NAME

The name of this corporation is Project Smile / Proyecto Sonrisa of Manatee, Inc.

ARTICLE II - DURATION

The existence of this corporation shall begin when these Articles of Incorporation have been filed with the Department of State of the State of Florida. This corporation is to exist perpetually.

ARTICLE III - GENERAL CHARITABLE PURPOSES

The general charitable purpose for which this corporation is organized and the general nature of charitable activities to be conducted by this corporation are:

1. To maintain and operate multi-purpose center (s) to serve migrant and others in need; to provide HIV/AIDS testing, diabetes and blood pressure screening; to raise funds for these purposes; and to perform and deal in all other related charitable services in connection therewith of every kind and nature whatsoever.
2. To do and perform any other charitable acts or things, and to have and exercise any and all powers and privileges now or hereafter conferred by law upon a corporation not for profit in the State of Florida; and to conduct any and all lawful activities for which corporations not for profit may be incorporated under the Florida Not For Profit Corporation Act.

The purposes for which the Corporation is organized are exclusively educational, religious, charitable, scientific, and literary within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any United States Internal Revenue law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

ARTICLE IV - MEMBERSHIP

The subscribers hereto or their designees and the initial members of the board of directors of this corporation shall constitute the original membership of this corporation. Additional persons or entities who express a sincere interest in and who desire to further the purposes of this corporation may be admitted to membership upon approval of their application for membership by the Board of Directors of this corporation upon such terms and conditions as may be provided from time to time by the By-Laws of this corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1904 18th Street Court, Palmetto, Florida, 34221. This corporation designates Olga L. Bennett at said registered office as the registered agent for this corporation to accept service of process within the State of Florida on behalf of this corporation. The Board of Directors may from time to time move the registered office of this corporation to any other address in the State of Florida and shall have the power to establish branch offices at such other places within the State of Florida as may be determined and deemed expedient by the Board of Directors from time to time. In and by the execution of these Articles of Incorporation, Olga L. Bennett hereby accepts the designation as registered agent for this corporation at the place hereinabove designated and agrees to comply with all of the provisions of the law relating to keeping the office of said corporation open for the purpose of service of process.

ARTICLE VI - DIRECTORS

This corporation shall have a Board of Directors initially consisting of five (5) directors. The number of directors may be increased or diminished from time to time by the By-Laws of this corporation, but in no event shall the number of directors be less than three (3). The manner in which the directors are elected shall be set forth in said By-Laws. The names and street addresses of the initial members of the Board of Directors are:

Avery D. Burke President	923 49th Avenue East Bradenton, FL 34203
Kristen M. Pate Vice President	1105 22nd Avenue West Palmetto, FL 34221
Olga L. Bennett Secretary	1904 18th St. Court East Palmetto, FL 34221
Nancy Fairfield Treasurer	4504 56th Street West Bradenton, FL 342010
Kathye Morse Assistant	4018 29th Avenue West Bradenton, FL 34205

ARTICLE VII - OFFICERS

The name and street address of the initial officers of this corporation to serve until the organizational meeting of the Board of Directors of this corporation are:

President - Avery D. Burke	923 49th Avenue East Bradenton, FL 34203
Vice President - Kristen M. Pate	1105 22nd Avenue West Palmetto, FL 34221
Secretary- Olga L. Bennett	1904 18th St. Court East Palmetto, FL 34221
Treasurer - Nancy Fairfield	4504 56th Street West Bradenton, FL 34205

ARTICLE VIII - SUBSCRIBERS

The names and street addresses of the incorporators and subscribers of these Articles of Incorporation are:

Avery D. Burk	923 49th Avenue East - Bradenton, FL 34203
Kristen M. Pate	1105 22nd Avenue West -Palmetto, FL 34221
Olga L. Bennett	1904 18th St. Court East - Palmetto, FL 34221
Nancy Fairfield	4504 56th Street West - Bradenton, FL 342010

ARTICLE IX - BY-LAWS

The By-Laws of this corporation are to be made by the Board of Directors and adopted by a majority vote of the Board of Directors at the first meeting of said Board, and these By-Laws may be altered, amended or rescinded by majority vote of the Board of Directors at any regular or special meeting of said Board of Directors.

ARTICLE X - RESTRICTIONS

This corporation shall not have or issue shares of stock. No dividends shall be paid. Except for a salary to an Executive Director, no part of the income of this corporation shall be distributed to its members, directors or officers. No substantial part of the activity of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting of the members of this corporation by a majority of said members, unless all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

Subscribed this ____ day of _____, 2003.

Witnesses as to all
Incorporators:

Avery D. Burke, Jr. (seal)
Avery D. Burke

Kristen M. Pate (Seal)
Kristen M. Pate

Olga L. Bennett (Seal)
Olga L. Bennett Registered Agent

Nancy Fairfield (Seal)
Nancy Fairfield

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