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Division of Corporations

JAMES W MARTIN PA

PAGE 01/08

Page 1 of 1

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Florida Department of State
Division of Corporations
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(((H03000317371 3)))

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To:

Division of Corporations

Fax Number : (850) 205-0381 11-14-2003 A11:13

From:

(850) 245-6804

Account Name : JAMES W. MARTIN, P.A.

Account Number : 072720000066

Phone : (727) 821-0904

Fax Number : (727) 823-3479

DOMESTICATION

HANDS ON! INC.

Certificate of Status	0
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Estimated Charge	\$120.00

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**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, Lyn S. Wood, President,
(Name) (Title)

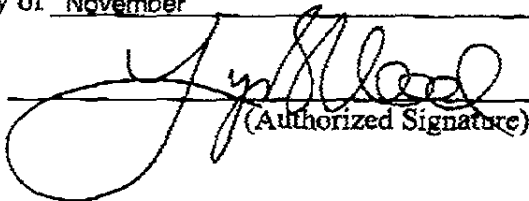
of Hands On! Inc. a foreign Corporation,
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 18, 1984.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Maryland, U.S.A.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Hands On! Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Hands On! Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Maryland, U.S.A.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of Hands On! Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 14th day of November, 2003.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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ARTICLES OF INCORPORATION
OF
HANDS ON! INC..

a Maryland Nonprofit Corporation
Domesticating in Florida
Under Florida Statutes Section 617.1803

The undersigned, for the purpose of domesticating in Florida under Florida Statutes Section 617.1803 the existing Maryland nonprofit corporation known as HANDS ON! INC., which was incorporated in Maryland on December 18, 1984, under Department ID #D01841857 and which became qualified to conduct its affairs in Florida on July 24, 1986, under Document Number P10881, hereby makes, adopts and files the following Articles of Incorporation to domesticate HANDS ON! INC. as a Florida nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, and hereby confirms its intent that domestication in Florida shall not change the nonprofit, nonstock, tax-exempt, charitable nature of HANDS ON! INC. in any way and that such domestication shall not change the assets, liabilities, revenues, expenses, contracts, liabilities or obligations of the HANDS ON! INC. in any way:

FIRST-NAME: The name of the corporation is and shall continue to be HANDS ON! INC., hereinafter called the "corporation".

SECOND-DURATION: The period of duration of the corporation shall be perpetual.

THIRD-PURPOSES: The corporation is organized exclusively for charitable, educational and scientific purposes, including the promotion and expansion of science education opportunities through the development of participatory science centers and youth museums, and for other charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. In furtherance of the aforementioned purposes, the corporation will (1) serve as a producer and clearinghouse for information useful to organizations forming science education centers and to small science education centers; (2) assist small science education centers form such networks as will assist them; (3) develop exemplary, cost-efficient educational exhibits, materials, programs and teacher and parent training programs for science education centers and for science education opportunities in schools and homes; (4) assist in placing science education center opportunities in the regions of the country which do not now have them; (5) solicit and receive funds from foundations, individuals, and other persons; and (6) engage in such other activities which may be necessary or desirable to accomplish the aforementioned purposes, including, for such purposes, the making

(((H03000317371 3)))

((H03000317371 3)))

of distributions to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. Notwithstanding any other provisions of these Articles, the organization shall neither have nor exercise any power nor shall it engage in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, or (2) as a corporation the contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986.

FOURTH-NO MEMBERS AND NO STOCK: The corporation shall have no members and shall issue no capital stock or other stock.

FIFTH-BOARD OF TRUSTEES; EXECUTIVE COMMITTEE; ADVISORY COMMITTEES: All of the affairs of the corporation shall be managed by a Board of Trustees. The number of trustees shall be fixed by the Bylaws, and may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the Board of Trustees consist of less than three (3) individuals. Each trustee shall be elected by the Board of Trustees in the manner and at the times as set forth in the Bylaws and shall hold office for the term as provided in the Bylaws of the corporation. Qualifications for trustees shall be as prescribed in the Bylaws.

The Board of Trustees may, by resolution adopted by a majority of the Board of Trustees in office, designate and appoint an Executive Committee which shall consist of two or more Trustees. To the extent provided in such resolution or in the Bylaws of the corporation, said Executive Committee may have and exercise the authority of the Board of Trustees in the management of the corporation.

The Board of Trustees may, by resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present, appoint or elect persons to serve on one or more Advisory Committees, which committees' function and purpose shall be to advise the Board of Trustees on activities of the corporation. Said Advisory Committees shall have no authority in the management of the organization. The Advisory Committees shall be elected or appointed in the manner and for the term provided in the Bylaws. Persons elected or appointed to serve on the Advisory Committees shall be individuals interested in the purposes of the corporation as set forth in article THIRD.

The number of Trustees constituting the initial Board of Trustees is three and the names and post office addresses, including street numbers and zip codes, of the persons who are serving as the present Board of Trustees and who shall serve until the next annual meeting or until their successors be elected and qualified are:

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(((H03000317371 3)))

LYN S. WOOD 689 Central Avenue, Suite 200
St. Petersburg, FL 33701

PHILIP H. GRAHAM, JR. 689 Central Avenue, Suite 200
St. Petersburg, FL 33701

MARSHALL W. CRAIG 689 Central Avenue, Suite 200
St. Petersburg, FL 33701

SIXTH-PRINCIPAL OFFICE AND REGISTERED OFFICE: The principal place of business, the address of the principal office, and the mailing address of the Corporation is: 689 Central Avenue, Suite 200, St. Petersburg, Florida 33701. The street address of the Registered Office of the corporation is: 689 Central Avenue, Suite 200, St. Petersburg, Florida 33701. The name of Registered Agent at that address is LYN S. WOOD.

SEVENTH-NO PRIVATE INUREMENT: In no way directly or indirectly, incidentally or otherwise, shall any part of the net earnings of the corporation inure to the private benefit of, or be distributable to, its members, trustees, officers or other private persons within the meaning of section 501(c)(3) of the Internal Revenue Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payment for actual expenditures incurred for the corporation, and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

EIGHTH-NO POLITICS: No substantial part of the activities of the corporation shall constitute 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.

NINTH-NO TRADE OR BUSINESS FOR PROFIT: The corporation shall not operate for the purpose of carrying on a trade or business for profit.

TENTH-DISSOLUTION: In the event of dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the tax-exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as the Board of Trustees shall determine. (This shall not apply to dissolution of the corporation in the State of Maryland following the corporation's domestication in the State of Florida at the time of filing these Articles of Incorporation to

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domesticate the corporation in Florida, it being the intent that the corporation shall continue in existence as a Florida corporation rather than a Maryland corporation.)

ELEVENTH-AMENDMENTS: The Board of Trustees, from time to time, by majority vote of all Trustees, at a duly constituted meeting, may amend the Articles of Incorporation of this corporation. Ten days' prior written notice of the meeting and proposed amendment(s) shall be given to each member of the Board of Trustees.

TWELFTH-BYLAWS: The Board of Trustees shall have the power to make, alter, amend, or repeal the Bylaws of the corporation, except that there shall be no provision therein which would enlarge or be contrary to the objects and purposes of the corporation as set forth in Article THIRD hereof. The first Bylaws of the corporation may be adopted by the first members of the Board of Trustees named herein.

THIRTEENTH-DONATIONS: The corporation shall have the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

FOURTEENTH-INTERNAL REVENUE CODE: All references herein to provisions of the Internal Revenue Code of 1986 shall be deemed to include both amendments thereto and the corresponding provisions of any future United States Internal Revenue Laws.

FIFTEENTH-DEBTS: The private property of the officers, Trustees, or Executive Committee members of the corporation shall not be subject to payment of corporate debts to any extent whatever.

SIXTEENTH-INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY: The corporation shall indemnify each trustee and officer, including former trustees and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831. It is intended that the corporation be an organization the officers and trustees of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.

SEVENTEENTH-OFFICERS: The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be provided for in the Bylaws or by resolution of the Board of Trustees. Each officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law. The present Officers of the corporation and their addresses are as follows:

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PRESIDENT LYN S. WOOD
689 Central Avenue, Suite 200
St. Petersburg, FL 33701

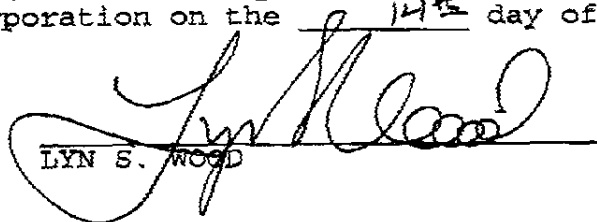
SECRETARY LYN S. WOOD
689 Central Avenue, Suite 200
St. Petersburg, FL 33701

TREASURER LYN S. WOOD
689 Central Avenue, Suite 200
St. Petersburg, FL 33701

EIGHTEENTH-INCORPORATOR: The name and street address of the incorporator who has been authorized by the Board of Trustees to sign these Articles of Incorporation on behalf of the corporation is: LYN S. WOOD, 689 Central Avenue, Suite 200, St. Petersburg, Florida 33701.

NINETEENTH-NOT FOR PROFIT: The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 14th day of November, 2003.


LYN S. WOOD

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is: HANDS ON! INC.
2. The name and address of the registered agent and registered office are: LYN S. WOOD, 689 Central Avenue, Suite 200, St. Petersburg, Florida 33701.


I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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

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duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED November 14th, 2003.


LYN S. WOOD, Registered Agent

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