

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : STRALEY ROBIN & WILLIAMS, P.A.
Account Number : I20040000189
Phone : (813) 223-9400
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Super Kids Foundation, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
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Electronic Filing Menu

Corporate Filing

Public Access Help

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**ARTICLES OF INCORPORATION
OF**

**SUPER KIDS FOUNDATION, INC.
(A Corporation Not For Profit)**

I, the undersigned, for the purpose of forming a corporation for charitable and philanthropic purposes under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Super Kids Foundation, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The street and mailing address of the initial principal place of business of this Corporation shall be:

100 East Madison Street
Suite 300
Tampa, Florida 33602

ARTICLE III - TERMS OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Secretary of State.

ARTICLE IV - PURPOSE

This Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this Corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Directors of this Corporation and which shall further the said purposes, including the following: to do all acts and things requisite, necessary, proper, and desirable to carry out and further the objectives for which the Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the

(((H05000053498 3)))

(((H05000053498 3)))

ARTICLES OF INCORPORATION OF
SUPER KIDS FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)

PAGE 2

benefits of the State of Florida application to corporations of this character, including, but not limited to, the powers described in Section 817.0302 of the Florida Statutes, as amended, subject however to the requirements of any other applicable law and the other limitations provided in these Articles of Incorporation, or in the Corporation's Bylaws. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

ARTICLE V – POWERS

This Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized. Payments from and distributions of the corporate assets shall be made in furtherance of said purposes only, but donations, gifts and grants may be made to other nonprofit corporations, foundations, associations and organizations at any time existing or operated exclusively for said purposes, whether within or without the State of Florida.

Subject to the restrictions and limitations set forth in Articles IV, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

ARTICLE VI – MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII – REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent, and the street address of the initial registered office, shall be ROBERT S. WILLIAMS, 100 East Madison Street, Suite 300, Tampa, Florida 33602.

ARTICLE VIII – BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by the Board of Directors ("Directors"). The Directors shall be elected as provided in this Corporation's Bylaws ("Bylaws"). The term of service of each Director shall be one year. The number of Directors may be changed from time to time, by amendment to the Bylaws, but shall never be fewer than three.

((H05000053498 3)))

ARTICLES OF INCORPORATION OF
SUPER KIDS FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)

PAGE 3

ARTICLE IX - BYLAWS

The power to adopt Bylaws for this Corporation, to alter, amend, or repeal said Bylaws, and to adopt new Bylaws shall be vested in the Board of Directors of this Corporation. The Bylaws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided that the Bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida, or of the United States.

ARTICLE X - INCORPORATOR

The name and mailing address of the Incorporator is:

Robert S. Williams
110 West Davis Blvd.
Tampa, Florida 33606

ARTICLE XI - USE OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, officer, director, or other private individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the Corporation and reimburse individuals for reasonable expenses incurred for the benefit of the Corporation), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XII - PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as that Section may from time to time be amended.

(((H05000053498 3)))

ARTICLES OF INCORPORATION OF
SUPER KIDS FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)

PAGE 4

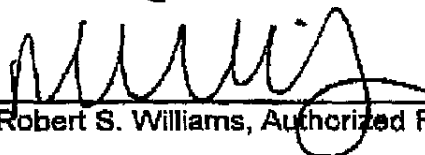
ARTICLE XIII - DISSOLUTION

Upon dissolution of this Corporation, all of its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or as that Section may from time to time be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of this Corporation.

ARTICLE XIV - NON-STOCK BASIS

This Corporation is organized upon a non-stock basis.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal as of March 3, 2005, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


Robert S. Williams, Authorized Representative

(((H05000053498 3)))

ARTICLES OF INCORPORATION OF
SUPER KIDS FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)

PAGE 5

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That Super Kids Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Robert S. Williams, 100 East Madison Street, Suite 300, Tampa, Florida 33602, as Registered Agent, accept service or process within the State of Florida.

Dated as of this 3 day of March, 2004.

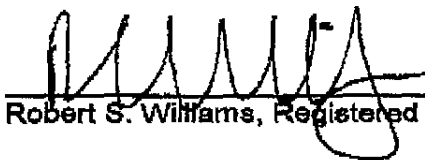

Robert S. Williams, Authorized Representative

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STATE
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, and all other statutes relative to the proper and complete performance of my duties as registered agent.


Robert S. Williams, Registered Agent