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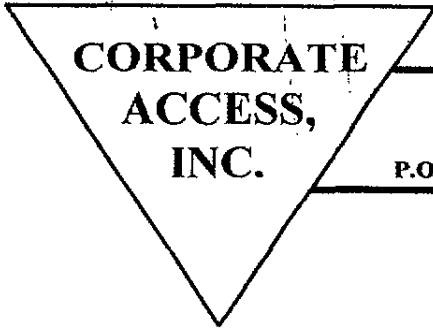
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APAS

1.) Tampa Bay Area Credit Unions For Kid, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 15, 2005

CORPORATE ACCESS, INC.

SUBJECT: TAMPA BAY AREA CREDIT UNIONS FOR KIDS, INC.
Ref. Number: W05000029535

We have received your document for TAMPA BAY AREA CREDIT UNIONS FOR KIDS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 505A00041517

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DIVISION OF BANKING

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**FINANCIAL SERVICES
COMMISSION**

**JRB BUSH
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**TOM GALLAGHER
CHIEF FINANCIAL OFFICER**

**CHARLIE CRIST
ATTORNEY GENERAL**

OFFICE OF FINANCIAL REGULATION

**DON B. SAXON
COMMISSIONER**

June 20, 2005

Benjamin Felder, Esquire
General Counsel
Suncoast Schools Federal Credit Union
Post Office Box 11904
Tampa, Florida 33680

Dear Mr. Felder:

Re: Tampa Bay Area Credit Unions for Kids, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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2005 JUN 21 PM 2: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TAMPA BAY AREA CREDIT UNIONS FOR KIDS, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with Chapter 617, Florida Statutes.

**ARTICLE I
Name**

The name of this corporation shall be: **TAMPA BAY AREA CREDIT UNIONS FOR KIDS, INC.**

**ARTICLE II
Principal Office and Mailing Address**

The address and principal office and the mailing address of this corporation shall be:

6801 East Hillsborough Avenue
Tampa, Florida 33610

**ARTICLE III
Purposes and Duration**

Section 1. The Corporation is organized exclusively for charitable, religious and educational purposes, including but not limited to fundraising for children stricken with cancer and/or severe illnesses, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The Corporation shall have perpetual existence.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. 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 the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any of 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 such purposes.

ARTICLE IV
Manner of Election of Directors

The method of election of the directors for this corporation shall be stated in the Bylaws of the corporation.

ARTICLE V
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of five (5) members, such members to hold office until his or her successor has been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Tom R. Dorety	6801 East Hillsborough Avenue Tampa, Florida 33610
Mary Wood	1225 Millennium Parkway Brandon, Florida 33511
Linda Reynolds	10273 Ulmerton Road Largo, Florida 33771-4118
Tim McMurry	5621 Harney Road Tampa, Florida 33610-7198
William J. DeMare	3202 W. Waters Avenue Tampa, Florida 33614

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at **6801 East Hillsborough Avenue, Tampa, Florida 33610** and the initial registered agent of this corporation at such office shall be **BENJAMIN FELDER**. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Suncoast Schools Federal
Credit Union, a federally
chartered credit union


6801 East Hillsborough Avenue
Tampa, Florida 33610

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation for the uses and purposes therein stated.

DATED: June 10, 2005

**SUNCOAST SCHOOLS FEDERAL CREDIT
UNION, a federally chartered credit union**

By: _____



Printed Name: Tom R. Dorety

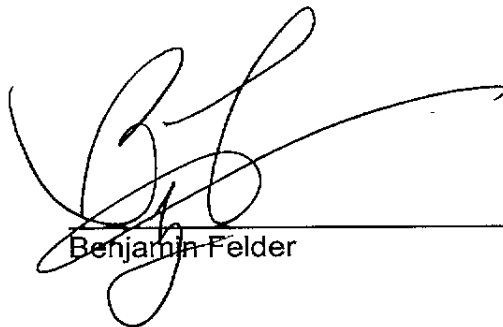
Its: President/Chief Executive Officer

TAMPA BAY AREA CREDIT UNIONS FOR KIDS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **BENJAMIN FELDER**, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED: June 10, 2005



Benjamin Felder