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FLORIDA NON-PROFIT CORPORATION

Dream Givers U.S.A., Inc.

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**ARTICLES OF INCORPORATION
OF
DREAM GIVERS U.S.A., INC.**

The undersigned, acting as incorporators, adopt these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not for Profit Corporation Act (the "**Act**"), as follows:

**I.
Name**

The name of the Corporation is **Dream Givers U.S.A., Inc.**

**II.
Term of Existence**

The date when corporate existence will commence is June 21, 2005 in accordance with the provisions of Section 617.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Purposes**

The purposes for which the Corporation is formed are to form a partnership among the universities, and members of the private sector within communities selected by the Corporation within or without the State of Florida, for the purpose of providing a 4 year on campus college education, on or near-campus sorority style housing, childcare, healthcare, and mentoring to young moms and their children and other benefits and resources as determined by the Corporation, and all purposes associated with the foregoing in an effort to bring about better outcomes for the young moms and their children.

**IV.
Powers**

The Corporation is organized as a not-for-profit corporation under the Act. The Corporation shall possess all of the powers enumerated in the Act, as may be amended or restated from time to time, and the above statement of corporate purpose shall in no way be restrictive or limiting in any way to the powers of the Corporation. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations described in Section 501(c)(3) of the Internal Revenue Code, as amended (or corresponding provision of any future United States Internal Revenue Law) (the "**Code**").

**V.
Members**

The Corporation will be a non-membership corporation.

VI.

Limitations on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any director or officer 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). 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 taxation under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

VII.

Dissolution

Upon dissolution of this Corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all 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 or operated exclusively for charitable, scientific, literary and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having jurisdiction in the premises, exclusively for charitable, scientific, literary and educational purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes similar to the purposes of the Corporation enumerated herein.

VIII.

Principal Office

The principal office and mailing address of the Corporation is c/o Philip V. Martino, DLA Piper Rudnick Gray Cary US LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602.

IX.

Directors

The Corporation shall be managed, its properties controlled and its officers governed under the direction of its Board of Directors. The number of directors of the Corporation shall be the number from time to time fixed in accordance with the terms and conditions of the bylaws of the Corporation. The method of election of the directors shall be as set forth in the bylaws of the Corporation.

X.**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o DLA Piper Rudnick Gray Cary US LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Philip V. Martino.

XI.**Incorporators**

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

<u>Name</u>	<u>Address</u>
Philip V. Martino	c/o DLA Piper Rudnick Gray Cary US LLP 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602
Keri A. Gawrych	10231 Garden Alcove Drive Tampa, Florida 33647

XII.**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.


XIII.**Indemnification**

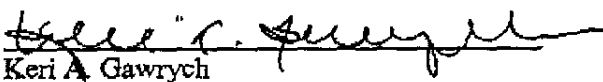
The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

XIV.**Amendment**

These Articles of Incorporation may be amended in the manner prescribed by law and by these Articles of Incorporation by the Board of Directors at any regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for that purpose, provided that written notice of the proposed amendment shall have been given at least fifteen (15) days prior to such regular or special meeting. To be adopted, such amendment must receive an affirmative vote of the majority of the members of the Board of Directors present and voting at a duly constituted meeting.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on 27 June, 2005.



Philip V. Martino


Keri A. Gawrych

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 27 June 05, 2005


Philip V. Martino

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