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FLORIDA NON-PROFIT CORPORATION

Kids Giving Back to Kids, Inc.

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**ARTICLES OF INCORPORATION
FOR
KIDS GIVING BACK TO KIDS, INC.
(a Florida not-for-profit corporation)**

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is KIDS GIVING BACK TO KIDS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 350 South County Road, Suite 102, Palm Beach, Florida 33480.

**ARTICLE III
PURPOSE**

A. To raise funds and invest time to provide structured, supervised family participation activities that are developed and organized to enhance life skills, create awareness of the community's needs and to develop character in local youth.

B. Raise, receive, maintain, and invest funds, and to allocate and apply such funds to support the Corporation's charitable purposes.

C. Do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purposes.

**ARTICLE IV
POWERS**

The Corporation shall have all of the common law and statutory powers of a not for profit corporation organized under the Not For Profit Corporation Act of the State of Florida. Without

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in any way limiting the generality of the preceding sentence, the Corporation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

- A. Make donations, gifts, contributions, and loans from the net income or assets of the Corporation exclusively for the purposes set forth in these Articles of Incorporation;
- B. Accept by donation, gift, devise, bequest, or otherwise, property of every kind and description;
- C. Borrow and/or solicit funds for furtherance of the Corporation's purposes; and
- D. Purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of both real and personal property, tangible and intangible, of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of joint or sole ownership.

ARTICLE V LIMITATIONS

- A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.
- B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.
- C. Notwithstanding any other provisions 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 under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization

contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will 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 later federal tax laws.

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

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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

ARTICLE VI DISTRIBUTIONS OF SURPLUS ON DISSOLUTION

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities

of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to such organization or organizations described in Code Section 501(c)(3) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation.

ARTICLE VII INCORPORATOR

The name of the Incorporator of the Corporation is Celeste Jones, and the address of said Incorporator is 350 South County Road, Suite 102, Palm Beach, Florida 33480.

ARTICLE VIII OFFICERS

The day-to-day affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Vice President, Secretary and Treasurer, and such other Officers as shall be hereafter provided for in the Bylaws of the Corporation. The Officers of the Corporation shall be appointed each year by the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the day-to-day affairs of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors.

ARTICLE IX BOARD OF DIRECTORS

1. The number of persons constituting the initial Board of Directors ("Board") shall be two (2). However, the Board may, in its discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be fewer than three (3). The method of election

or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

2. The names and addresses of the initial Board are as follows:

Director's Name:

Address:

Celeste Jones

350 South County Road
Palm Beach, Florida 33480

Dawn Lorberbaum

7599 Isla Verde Way
Delray Beach, Florida 33446

3. All powers of the Board in the management of the day-to-day affairs of the Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board.

ARTICLE X BYLAWS

Bylaws shall be adopted, altered, amended, or replaced by a majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

As set forth in the registered agent's written acceptance of his appointment, which shall be delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation is Celeste Jones, 350 South County Road, Suite 102, Palm Beach, Florida 33480.

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IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this
day 26th of September, 2005.


Celeste Jones, Incorporator

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

The undersigned, Celeste Jones, hereby accepts appointment as the initial registered agent of Kids Giving Back to Kids, Inc., as set forth in the foregoing Articles of Incorporation.


Celeste Jones
Registered Agent

Dated: September 26, 2005

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