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GUNSTER

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FLORIDA PROFIT/NON PROFIT CORPORATION

Children's Healthcare Charity, Inc.

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T. Burch FEB 27 2006

**ARTICLES OF INCORPORATION
OF
CHILDREN'S HEALTHCARE CHARITY, INC.
A Florida Not For Profit Corporation**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation and certify as follows:

ARTICLE I NAME

The name of the corporation shall be: Children's Healthcare Charity, Inc.

ARTICLE II PRINCIPAL OFFICE

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

927 45th Street, Suite 104
West Palm Beach, Florida 33407

ARTICLE III PURPOSES

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

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WEST PALM BEACH, FLORIDA

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all 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 scientific, educational or charitable 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 of the Foundation shall determine.

ARTICLE IV ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are as set forth below:

Paul C. Bremer
176 Satinwood Lane
Palm Beach Gardens, Florida 33410

Gary Nicklaus
11780 U.S. Highway One, Suite 500
North Palm Beach, Florida 33408

Stephen G. Vogelsang
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33480

ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

GY Corporate Services Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator are:

Stephen G. Vogelsang
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401



Stephen G. Vogelsang, Incorporator

Date: February 23, 2006

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Children's Healthcare Charity, Inc. at the place designated in this certificate, GY Corporate Services Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in the Florida Statutes.

GY CORPORATE SERVICES INC.

BY: 

Stephen G. Vogelsang, Vice President

Dated: February 23, 2006