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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: Kids Give		•			
	(PROPOSED CORPORAT	E NAME – <u>MUST INCLUI</u>	DE SUFFIX)		
Enclosed is an original and one(1) copy of the articles of incorporation and a check for:					
\$70.00	\$78.75	□\$78.75	□ \$87.50		
Filing Fee	Filing Fee &	Filing Fee	Filing Fee,		
	Certificate of	& Certified Copy	Certified Copy		
,	Status		& Certificate		
		ADDITIONAL COPY REQUIRED			
FROM: Legalfilings.com Inc.					
Name (Printed or typed)					
40000 V					
16830 Ventura Blvd, Suite 360 Address					
Address					
•	Encino, CA 91436				

NOTE: Please provide the original and one copy of the articles.

800-880-2602

Daytime Telephone number

City, State & Zip

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Kids Give Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

791 San Remo Drive, Weston, FL 33326

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

see attached page.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As stated in corporate by-laws.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

Michelle Hill/ Dir /P

791 San Remo Drive

Weston, FL 33326

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Jennifer Lucas / Dir /Sec 791 San Remo Drive

Weston, FL 33326

Eddie Hill/ Dir / Tres 791 San Remo Drive Weston, FL 33326

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Michelle Hill

791 San Remo Drive

Weston, FL 33326

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Michelle Hill

791 San Remo Drive

Weston, FL 33326

Having been named as registered agent to accept service of process for the above stated corporation at the place designated this certificate I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Michelle Hill

August 16, 2006

August 16, 2006

ered Agent

Date

Michelle Hill

Signature Ancorporator

Kids Give Inc.

ARTICLE III

Section 1:

This corporation is organized and operated exclusively for one or more of the following purposes: Public Benefit, charitable, educational, scientific and/or Religious. This includes the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purpose is to inspire kids to take action by giving to less fortunate kids.

Section 2:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3:

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious, charitable, educational, literary, and scientific purposes and which has established its tax exempt status under Section 501 (c) (3), Internal Revenue Code.