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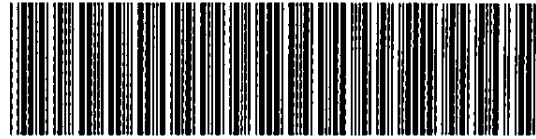
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07 APR -9 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/10/07

**JOAN M. NEEDELMAN**

2317 South Bignonia Street  
Melbourne, FL 32901

FILED

07 APR -9 PM 3:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 4, 2007

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: CORPORATE FILING – FLORIDA NOT FOR PROFIT ARTICLES OF INCORPORATION  
FOR THE KIDS OF BREVARD, INC.

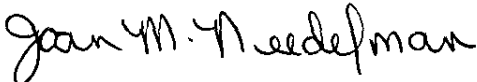
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of "FOR THE KIDS OF BREVARD, INC." for filing along with a check in the amount of \$78.75 for the filing fees. Please provide us with a certified copy and return it to us in the enclosed self-addressed stamped envelope.

Should you have any questions regarding this submission, please do not hesitate to contact my assistant, Rachelle Matteucci, at 321-952-2414.

Thank you for your assistance.

Very truly yours,



Joan M. Needelman

JMN/ram  
Encs.

**ARTICLES OF INCORPORATION  
OF  
FOR THE KIDS OF BREVARD, INC.**

FILED

07 APR -9 PM 3:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned by execution adopt the following Articles of Incorporation pursuant to the Florida Not for Profit Corporations Act, Chapter 617, *Florida Statutes*.

**ARTICLE I.**

The name of the corporation shall be **FOR THE KIDS OF BREVARD, INC.** (the "Corporation").

**ARTICLE II.**

The Corporation shall have perpetual existence upon the date these Articles are filed with the Secretary of State.

**ARTICLE III.**

The purposes for which the Corporation is organized are:

- (A) To operate and serve as primary sponsor for resources to assist children of low income families;
- (B) To sponsor public forums to enable FOR THE KIDS OF BREVARD, INC. to receive and distribute assistance such as, but not limited to, clothing, shoes, dentists, eyeglasses, school supplies, and holiday gifts to the children of low income families;
- (C) To enhance the well being of children of low income families by providing support for positive, community based sports;
- (D) To participate with other not for profit agencies in advancing the well being of children of low income families;
- (E) To have all the powers conferred upon not for profit corporations formed under the laws of the State of Florida; and
- (F) To solicit and accept by subscription, gift, grant, donation, bequest, devise or otherwise, money and property of any kind from any member of the general public and from any firm, association, foundation, or corporation, including municipal, county, state, or national government or other governmental unit or instrumentality thereof and expressly providing such money and property be used solely for the purposes specified above.

In furtherance of the foregoing purposes, the Corporation shall at all times operate as an independent public organization solely responsible and fully accountable for the preservation and expenditure of any funds granted for the purposes specified above.

#### **ARTICLE IV.**

The management and control of the Corporation shall be vested in its Board of Directors. The manner in which such management and control of the Corporation shall be exercised shall be set forth in the Bylaws of the Corporation which are to be adopted at the organizational meeting of the Corporation.

#### **ARTICLE V.**

The address of the initial registered office of this Corporation in the state of Florida is: 2317 South Bignonia Street, Melbourne, FL 32901, and the name of the initial registered agent at that office is Joan M. Needelman. The initial registered office is also the principal place of business. The directors may from time to time move the registered office to any other address in the State of Florida.

#### **ARTICLE VI.**

The names and address of the incorporator of these Articles is:

<u>Name</u>	<u>Address</u>
Joan M. Needelman	2317 South Bignonia Street Melbourne, FL 32901

#### **ARTICLE VII.**

The initial director(s) of the Corporation are:

Joan M. Needelman  
2317 South Bignonia Street  
Melbourne, FL 32901

Coleman Goatley  
770 North Drive, Suite A  
Melbourne, FL 32934

Lori A. Cardew  
770 North Drive, Suite A  
Melbourne, FL 32934

#### **ARTICLE VIII.**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities nor have purposes not permitted by a corporation: (a) exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE IX.**

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of the Corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles:

- (A) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, other than reimbursement of reasonable expenses incurred, or reasonable compensation for services rendered any person employed by the Corporation and incurred in carrying out the purposes set forth in Article III hereof.
- (B) Except as expressly permitted and duly elected under the provisions of 501(h) of the Code (or any corresponding provisions or any future Internal Revenue Law), the Corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 509(a)(iii) of the Code (or any other corresponding provisions of any future Internal Revenue Law).

#### **ARTICLE X.**

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the Bylaws of the Corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the directors of the Corporation at a meeting of the directors at a time and in the manner provided for in the Bylaws.

#### **ARTICLE XI.**

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, *Florida Statutes*.

#### **ARTICLE XII.**


In the event of the disposition of any surplus or abandoned property of the Corporation, or upon dissolution, voluntary or otherwise, the assets of the Corporation shall not inure to the benefit of any member or individual, but shall be transferred to such publicly supported charitable

organizations and/or governmental units as are then receiving or entitled to receive direct support from the Corporation pursuant to the purposes specified in Article III hereof and which shall have as its primary purpose those same responsibilities as specified in Article III hereof. However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Code.

#### ARTICLE XIII.

Each officer, director, employee and agent of the Corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the Corporation and to the full extent provided in Section 607.0850 and Section 617.028, *Florida Statutes*, as amended from time to time.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Not for Profit Corporations Act, Chapter 617, *Florida Statutes*, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hand and seal this 4<sup>th</sup> day of April, 2007.

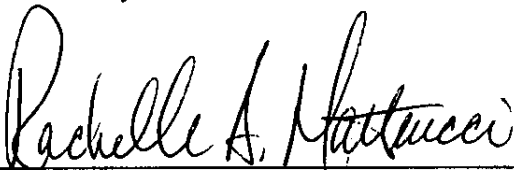
  
\_\_\_\_\_  
JOAN M. NEEDELMAN

STATE OF FLORIDA

COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in the County of Brevard to take acknowledgements personally appeared JOAN M. NEEDELMAN to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that they executed the same, and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 4<sup>th</sup> day of April, 2007.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:

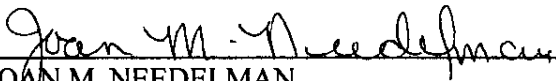


**STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091 and 607.034(3), *Florida Statutes*, the undersigned Incorporator, JOAN M. NEEDELMAN, hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered offices of the Corporation is 2317 South Bignonia Street, Melbourne, FL 32901, and the name of the initial registered agent of the Corporation at that address is Joan M. Needelman.

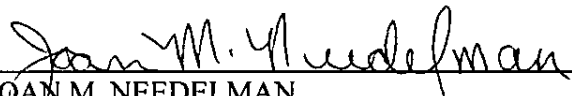
Dated this 4<sup>th</sup> day of April, 2007.

  
JOAN M. NEEDELMAN

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I hereby accept appointment as the registered agent of **FOR THE KIDS OF BREVARD, INC.** at the initial registered office of the Corporation at 2317 South Bignonia Street, Melbourne, FL 32901.

Dated this 4<sup>th</sup> day of April, 2007.

  
JOAN M. NEEDELMAN

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