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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

KIDS' DREAMS, INC., A PRIVATE FOUNDATION

RECEIVED
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIDS' DREAMS, INC., A Public Charity
f/k/a Kids' Dreams, Inc., A Private Foundation
and Because We Care Foundation, Inc.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)
in accordance with Chapter 617, F.S.**

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TALLAHASSEE, FLORIDA

Article I. Name

The name of the corporation shall be: Kids' Dreams, Inc., A Public Charity (the "Corporation").

Article II. Principal Office and Mailing Address

The principal place of business of the Corporation shall be:

c/o Richard B. Comiter
3801 PGA Boulevard, Suite 604
Palm Beach Gardens, FL 33410

The mailing address of the Corporation shall be:

P.O. Box 3947
West Palm Beach, FL 33402

Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "Code") and only for charitable or educational purposes including to promote and provide for the physical and emotional well being of underprivileged youth; and to develop and implement charitable and educational programs that will provide positive alternatives for at-risk, underprivileged, minority or physically handicapped youth.

To support the Corporation's purposes, it may also accept, hold, invest, reinvest and administer any gifts, without limitations as to origin, amount or value, and to use, disburse or donate the income or principal thereof for charitable or educational purposes consistent with the

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Corporation's purposes. The Corporation may establish investment policies, guidelines, etc. in its Bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by law upon a not-for-profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as an individual, association, partnership, limited liability company or other jural person might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.

Article IV. Management

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than the minimum required by law.

Article V. Manner of Directors' Election

The manner in which the directors are elected or appointed shall be done in accordance with the Corporation's bylaws.

Article VI. Directors/Officers

The names and addresses of the directors and officers are:

Patricia Lebow
272 Via Marila
Palm Beach, FL 33480

Director, President and Treasurer

Alan Lebow
272 Via Marila
Palm Beach, FL 33480

Director, Vice President and Secretary

Amanda Lebow
272 Via Marila
Palm Beach, FL 33480

Director and Vice President

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Patrick J. DiSalvo
303 Banyan Boulevard, Suite 101
West Palm Beach, FL 33401

Director

Elan Tenenbaum
350 South County Road, Suite 107
Palm Beach, FL 33480

Director

Jacqueline S. Miller
One No. Clematis Street, Suite 500
West Palm Beach, FL 33401

Vice President, Assistant Treasurer and
Assistant Secretary

Article VII. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Sections 170, 2055 or 2522.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article VIII. Indemnification

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law.

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Article IX. Registered Agent and Registered Office

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

Richard B. Comiter
3801 PGA Boulevard, Suite 604
Palm Beach Gardens, FL 33410

Article X. Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the foregoing purposes.


Officer's Certification

There are no members of the Corporation. Accordingly, the foregoing Amended and Restated Articles of Incorporation of the Corporation were recommended and approved by the Board of Directors pursuant to resolutions adopted effective October 16, 2007.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation on this 26th day of October, 2007.

KIDS' DREAMS, INC., A Public Charity

By:


Patricia Lebow, President

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