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**MetroCorp Center**  
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**Gainesville, FL 32606**

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August 3, 2007

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

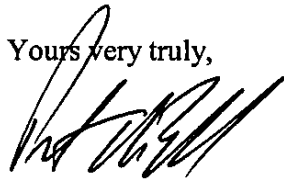
**Re:Articles of Incorporation for**  
**KIDS COUNT IN ALACHUA COUNTY, INC.**  
**a Florida Non-for-Profit Corporation**

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for KIDS COUNT IN ALACHUA COUNTY, INC., a Florida Non-for-Profit Corporation together with my check in the amount of \$70.00.

Would you be so kind as to provide me with a copy of the recorded Articles. Thank you for your consideration.

Yours very truly,



PETER C.K. ENWALL

PCKE/ab  
enclosures

**ARTICLES OF INCORPORATION FOR  
KIDS COUNT IN ALACHUA COUNTY, INC.**

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**ARTICLE I. NAME**

The name of the corporation is: **KIDS COUNT IN ALACHUA COUNTY, INC.**

**ARTICLE II. PURPOSE**

The general nature and purpose of the corporation shall be:

1. To create, grow and support education and health programs that enable children in Alachua County to reach their full potential.
2. To promote the education and health of children and youth in home, school and community.
3. To bring into closer relation the home and school that parents and teachers may cooperate intelligently in the training and education of children.
4. To support existing and new after school programs for children in Alachua County.
5. To develop after school program guidelines, both to assist in the initiation of new programs and to enhance existing programs.
6. To identify and prioritize elementary schools for enhanced support and develop and maintain working relationships with these schools.
7. To assist said elementary schools and after school programs with the expansion of their volunteer base and to assist in volunteer training.
8. To provide educational resources including book, study guides and computers to the above described elementary schools and after school programs.
9. To provide educational support for parents of children attending the above elementary schools.

To this end, the Corporation is empowered to perform all acts authorized by law; provided, however, the corporation shall not engage in any activity that is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding future provision of the Revenue Code, and the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office. No part of the net earnings of this

Corporation shall inure to the benefit of any member or private individual, and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

### **ARTICLE III. PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS**

The present principal place of business of the corporation is 2512 NE 1<sup>st</sup> Blvd, Suite 400, Gainesville, FL, 32609, and the mailing address of this corporation is 2512 NE 1<sup>st</sup> Blvd, Suite 400, Gainesville, FL, 32609, or such other address as designated in the Annual Report.

### **ARTICLE IV. DURATION**

The corporation shall have perpetual existence.

### **ARTICLE V. MEMBERSHIP**

The qualifications for membership in the corporation shall be as provided in the Bylaws.

### **ARTICLE VI. DIRECTORS**

The number of directors and the manner in which the directors are elected shall be set forth in the Bylaws of the corporation, except that the number of directors shall never be less than three.

### **ARTICLE VII. OFFICERS**

The offices of the corporation and the manner in which the officers are elected or selected shall be set forth in the Bylaws of the corporation.

### **ARTICLE VIII. REGISTERED AGENT & STREET ADDRESS**

The name and the street address of the registered agent is: Peter C.K. Enwall, 4110 NW 37<sup>th</sup> Place, Suite B, Gainesville, Florida, 32606, and the acceptance of the duties of registered agent by said individual are attached hereto.

#### **ARTICLE IX. DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inured to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, shall be distributed as directed by members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation, or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or other entities of the type which qualify for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or subsequent amendments.

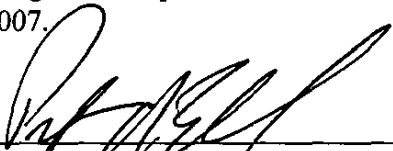
#### **ARTICLE XI. RIGHT TO INDEMNIFICATION**

To the extent permitted by the law of Florida, the corporation shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact that person is or was acting as a director, officer, or employee of the Corporation. Indemnification shall be against all expenses, including without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, and fines reasonably and actually incurred by the person in settlement of any action, suit, or proceedings provided that the Board of Directors shall first have determined, in its sole judgment, that the person acted in good faith and in a manner that he or she reasonably believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

#### **ARTICLE XII. INCORPORATOR**

The name and address of the incorporator of the incorporation is: Peter C.K. Enwall, 4110 NW 37<sup>th</sup> Place, Suite B, Gainesville, Florida, 32606.

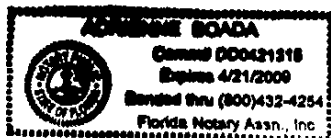
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 3<sup>rd</sup> day of August, 2007.

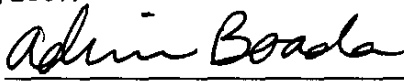
  
\_\_\_\_\_  
PETER C.K. ENWALL  
Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, personally appeared PETER C.K. ENWALL, who being sworn, deposes and says that he is the Incorporator of these Articles of Incorporation, and such Incorporator verifies that all statements and information contained herein are true and correct.

Dated this 3<sup>rd</sup> day of August, 2007.

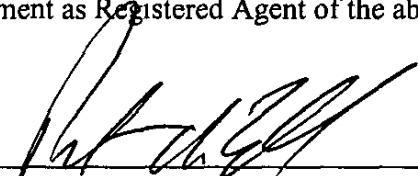


  
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Notary Public  
Print Name:  
Commission Expiration Date:  
Commission Number:

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**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, PETER C.K. ENWALL, whose address is: 4110 NW 37<sup>th</sup> Place, Suite B, Gainesville, Florida, 32606, do hereby consent to appointment as Registered Agent of the above corporation.

  
\_\_\_\_\_  
PETER C.K. ENWALL  
Registered Agent