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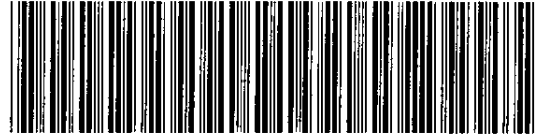
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Amanda J. Buckley Give a Smile to a Child Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard T. Davis
Name (Printed or typed)

901 N. Olive Avenue
Address

West Palm Beach, FL 33401
City, State & Zip

561-659-5522
Daytime Telephone number

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

**ARTICLES OF INCORPORATION OF
AMANDA J. BUCKLEY GIVE A SMILE TO A CHILD FOUNDATION, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following articles of incorporation for the corporation:

ARTICLE I

Name

The name of the corporation shall be **Amanda J. Buckley Give A Smile To A Child Foundation, Inc.**

The principal address of the corporation at the time of incorporation is 4454 Daffodil Circle South, Palm Beach Gardens, Palm Beach County, Florida, 33410.

ARTICLE II

Duration

The duration of the corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the date these articles of incorporation are filed by the Department of State.

ARTICLE III

Purpose

(a) The specific and primary purpose for which the corporation is organized is to provide aid, assistance, facilities, educational opportunities and support to children and families who find themselves in need due to tragedies and other circumstances beyond their control. The corporation will promote and participate in activities that enhance and encourage the physical and mental well being of children and families and the corporation will work with and provide support and assistance to other organizations involved in similar activities. The corporation will also develop programs to honor and recognize children for their achievements. The corporation will solicit funds and donations and perform fund-raising activities.

(b) The corporation shall have and exercise all powers conferred on not for profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that the

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corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set for in paragraphs (a), (b), (c), and (d) of this Article III.

(c) The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(d) Notwithstanding any other provision of the articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Dissolution of Corporation

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

Qualifications and Admissions of Members

There shall be two (2) classes of members: regular members and honorary members. The initial regular members are the following individuals:

Denny White
Randy Jackson
Mike Steele
Doug Perry
Mike Via
Craig Diamond
John Glidden
Robyn Frohling
Tim Frohling

Tory Buckley
Barbara Buckley
Phillip Milton
Kimberly Frohling
Sam Testa
Vickie Havnar
Richard Davis
Dale George

Additional regular members shall be admitted in accordance with the bylaws. The directors of the corporation shall establish criteria for the admission of honorary members from time to time.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 901 North Olive Avenue, West Palm Beach, County of Palm Beach, State of Florida, 33401, and the name of the corporation's initial registered agent at that address is Richard T. Davis.

ARTICLE VII

Board of Directors

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>Name</u>	<u>Address</u>
Tory Buckley	4454 Daffodil Circle South Palm Beach Gardens, FL 33410
Barbara Buckley	4454 Daffodil Circle South Palm Beach Gardens, FL 33410
Phillip Milton	55 Windsor Lane Palm Beach Gardens, FL 33418
Tim Frohling	152 Euphrates Circle Palm Beach Gardens, FL 33410
Kimberly Frohling	152 Euphrates Circle Palm Beach Gardens, FL 33410
Sam Testa	8030 Murano Circle Palm Beach Gardens, FL 33418
Vickie Havnar	8030 Murano Circle Palm Beach Gardens, FL 33418

Richard T. Davis

5715 Whirlaway Road
Palm Beach Gardens, FL 33418

Dale Goerge

14095 Port Circle
Palm Beach Gardens, FL 33410

ARTICLE VIII

Basis Under Which Corporation Organized

The corporation is a not for profit corporation as defined by the Florida Not for Profit Corporation Act, F.S. §617.01401. As such, it is not organized for the pecuniary gain or profit of the corporation, and neither the net earnings nor any part thereof is distributable to, its members, directors or managers or trustees, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE IX

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The initial number of directors shall be nine (9). The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the members entitled to vote.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers maybe established or appointed by the members of the corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be set forth in the bylaws.

(d) Standing Committees. There shall be standing committees as determined by the board of directors from time to time.

ARTICLE X

Incorporators

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Richard T. Davis	901 North Olive Avenue West Palm Beach, FL 33401

ARTICLE XI

Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of the corporation.

ARTICLE XII

Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of the voting members of the corporation.

ARTICLE XIII

Indemnification

The Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, from and against any and all judgments, claims, expenses and liabilities incurred in a civil or criminal proceeding or other matters referred to in, or covered by, said provisions, including, but not limited to, advancement of expenses prior to the final disposition of proceedings and amounts paid in settlement of proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as a person who has ceased to be director, officer, employee or agent, and shall inure to the benefit of the heirs, executors

and administrators of such person, and an adjudication of liability shall not affect the right to indemnification of those indemnified.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27 day of November, 2007.

Richard T. Davis
Richard T. Davis

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Amanda J. Buckley Give A Smile To A Child Foundation, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. §607.0501(3).

Signed this 27 day of November, 2007.

Richard T. Davis
Print Name RICHARD T. DAVIS

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