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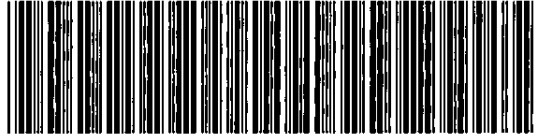
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12/17

LAW OFFICES OF  
**DUNLAP & MORAN, P.A.**

Post Office Box 3948, Sarasota, Florida 34230-3948  
Telephone 941-366-0115 facsimile 941-365-4660 www.dunlapmoran.com

December 13, 2007

#10059-1

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

**Re: Baby Basics of Sarasota County, Inc.**

Dear Sir or Madam:

Enclosed please find an original and a copy of Articles of Incorporation of Baby Basics of Sarasota County, Inc., together with a check in the amount \$78.75 which represents the filing fee, registered agent designation fee and certified copy fee.

Please file same and forward a certified copy in the enclosed envelope. Thank you for your attention in this matter.

Very truly yours,

**DUNLAP & MORAN, P.A.**

By: David M. Mitchell

David M. Mitchell

For the firm

DMM\stp\10059-1\dept of state 12-13-07  
encl.  
cc: Sandra Slaminko

**ARTICLES OF INCORPORATION  
OF  
BABY BASICS OF SARASOTA COUNTY, INC.  
(A Corporation Not-For-Profit)**

**FILED**  
07 DEC 17 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation (the "Corporation") is **BABY BASICS OF SARASOTA COUNTY, INC.**

**ARTICLE II**

The principal office or mailing address of the Corporation is c/o Sandra N. Slaminko, 4510 BayCedar Lane, Sarasota, Florida 34241.

**ARTICLE III**

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations, not-for-profit, may be formed under the Florida Not For Profit Corporation Act, In particular, the Corporation shall promote a healthy and hygienic environment for young children by providing free diapers to the working poor of Sarasota, Florida and other areas of Sarasota County who have children up to three (3) years of age and perform any act incidental to, or in connection with, the foregoing purposes,

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not for profit corporation.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation, shall not have or exercise any power which would cause it not to qualify as a tax exempt organization under section 501 (c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE IV**

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

## ARTICLE V

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

Sandra N. Slaminko (President)	4510 BayCedar Lane Sarasota, Florida 34241
Elizabeth H. Wildhack (Vice President)	3804 Lyndhurst Court Sarasota, Florida 34235
Gwen H. Bos (Secretary)	3591 Ferndell Sarasota, Florida 34235
Virginia Montgomery (Treasurer)	8037 Stirling Falls Circle Sarasota, Florida 34243
Mindy Mast (Board Member)	4107 Camino Real Sarasota, Florida 34231
Barbara Price (Board Member)	4513 Citation Lane Sarasota, Florida 34233
Jan Kuhn (Board Member)	4530 Kingsmere Sarasota, Florida 34235
Robin Witten (Board Member)	4263 Prairie View Dr. Sarasota, Florida 34232
Kristen Gustafson (Board Member)	6130 Turnbury Pk Dr #8204 Sarasota, Florida 34243

## ARTICLE VI

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

## ARTICLE VII

The name and address of the Corporation's registered agent are:

Sandra N. Slaminko  
4510 BayCedar Lane  
Sarasota, Florida 34241

## ARTICLE VIII

These Articles may be amended as provided in the Bylaws,

## ARTICLE IX

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

## ARTICLE X

The name and address of the incorporator are:

Sandra N. Slaminko  
4510 BayCedar Lane  
Sarasota, Florida 34241

## ARTICLE XI

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

**Section 4. Prohibition on Intervening in Political Campaigns**

Notwithstanding any other provision of these Articles to the contrary, the Corporation 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.

**Section 5. Tax-Exempt Status**

Notwithstanding any other provision of these Articles to the contrary, 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 Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055 (a)(2), and 2522(a)(2) of the Code.

**ARTICLE XII**

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

**Section 1. Taxable Distributions.**

The Corporation shall distribute its net revenues at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

**Section 2. Self-Dealing.**

The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code).

**Section 3. Excess Business Holdings**

The Corporation shall be prohibited from retaining any excess business holding (as defined in section 4941(d) of the Code) which would subject the Corporation to tax under section 4943 of the Code.

**Section 4. Jeopardizing Investments.**

The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the Directors have acquired such assets.

**Section 5. Taxable Expenditures.**

The Corporation shall be prohibited from making any taxable expenditures (as defined in section 4945(d) of the Code),

**ARTICLE XIII**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned incorporator, has hereunto set her hand and seal this December 6, 2007, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: Sandra N. Slaminko

Sandra N. Slaminko, Incorporator

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BABY BASICS OF SARASOTA COUNTY, INC.
2. The name and address of the registered agent and office is:

Sandra N. Slaminko  
4510 BayCedar Lane  
Sarasota, Florida 34241

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Registered Agent



Sandra N. Slaminko