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*Cindy Harris*

EX 2937

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CHILDREN'S SPIRIT OF HOPE FOUNDATION, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	6
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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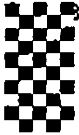
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PAGE 001/001

FILE NO. 114 P. 2



**RESUBMIT**  
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May 12, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: CHILDREN'S SPIRIT OF HOPE FOUNDATION, INC.  
REF: W08000023624

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

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NO. 114 P. 3  
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CHILDREN'S SPIRIT OF HOPE FOUNDATION, INC.**  
**a Florida Not For Profit Corporation**

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, does hereby certify:

**FIRST:** The name of the corporation is Children's Spirit of Hope Foundation, Inc. (the "Corporation").

**SECOND:** The street address of the initial principal office of the Corporation is 2724 NE 26<sup>th</sup> Avenue, Fort Lauderdale, Florida 33306.

**THIRD:** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code.

**FOURTH:** The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
Suzanne Davis	2724 NE 26 <sup>th</sup> Avenue, Fort Lauderdale, FL 33306
Monica Wojcik	11648 NW 5 <sup>th</sup> Street, Plantation, FL 33325
Matt Penson	8005 NW 110 <sup>th</sup> Drive, Parkland, FL 33076

**FIFTH:** Except as otherwise provided in the bylaws or applicable law, the number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be elected is stated in the bylaws of the Corporation.

**SIXTH:** The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of its initial registered agent at such address is Corporation Service Company.

**SEVENTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying

on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**EIGHTH:** If at any time the Corporation is determined to be a private foundation as described in Section 509(a) of the Code, the Corporation shall, to the extent applicable, comply with Section 508 of the Code insofar as such Section:

- (i) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;
- (ii) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;
- (iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;
- (iv) prohibits the Corporation from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

**NINTH:** Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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 such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**TENTH:** The name and address of the sole incorporator is:

Suzanne Davis  
2724 NE 26<sup>th</sup> Avenue  
Fort Lauderdale, FL 33306

MAY. 12. 2008 1:19PM C S C

NO. 114 P. 5

The undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of April, 2008.

Suzanne Davis  
Suzanne Davis

NO. 11 P. 6  
**FILED**  
2008 MAY 12 P 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, 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 Children's Spirit of Hope Foundation, Inc.
2. The name and address of the registered agent and office is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Cynthia L. Harris  
Registered Agent

Date: May 9<sup>th</sup> 2008  
Cynthia L. Harris  
Asst. Vice President