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Ms. 6754 Ref. 1 of 1

Florida Department of State
Division of Corporations
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CHILD SPEED, INC.

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Amended & Restated

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September 29, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CHILD SPEED, INC.
JOHN P. WHITE, P.A.
1575 PINE RIDGE ROAD STE 10
NAPLES, FL 34109

SUBJECT: CHILD SPEED, INC.
REF: N08000006686

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

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Teresa Brown
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHILD SPEED, INC.
(a Florida Corporation Not For Profit)**

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is CHILD SPEED, INC. (hereinafter called the "Corporation").

ARTICLE II

**PRINCIPAL ADDRESSES OF
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are Salvatori & Wood, P.L., 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

PURPOSES

The Corporation is organized exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable, religious or educational purpose.

The initial purposes of the Corporation are to:

To raise awareness of the needs of Special Needs Children in Southwest Florida and to raise funds to meet their continuing educational, medical and support needs. For the purposes of these Articles, the term Special Needs is defined as children diagnosed with educational or physical limitations, debilitating illness, psychiatric, emotional or capacity issues. The Corporation shall apply the funds raised to or for the benefit of Special Needs Children by distributing the funds to one or more organizations exempt from federal income taxation under §§501(c)(3),

170(b)(1)(A), 2522 and 2055 of the Code. In addition, the Corporation may develop its own programs or joint venture with other charitable organizations to meet the needs of Special Needs Children in Southwest Florida and otherwise reduce the burden of educating and caring for Special Needs Children on the State and County Government.

ARTICLE V

NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than nine (9).

ARTICLE VII

INITIAL DIRECTORS

The initial directors of the Corporation shall be:

Brian T. Ohlis
Salvatori & Wood, P.L.
4001 Tamiami Trail North, Suite 330
Naples, Florida 34103

Larry Kranking
Salvatori & Wood, P.L.
4001 Tamiami Trail North, Suite 330
Naples, Florida 34103

Bill Seebold
Salvatori & Wood, P.L.
4001 Tamiami Trail North, Suite 330
Naples, Florida 34103

Directors shall be elected as provided in the Bylaws.

ARTICLE VIII

MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(b)(1)(a) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE X

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effect for its first year of operation.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(a), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XII

AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XIV

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori & Wood, P.L., 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103, and the name of its registered agent at such office is Kevin Carmichael.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on the 24 day of September, 2008.



Brian T. Ollis, President



Kevin Carmichael, Registered Agent

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is CHILD SPEED, INC.

The name of the initial registered agent of the Corporation is Kevin Carmichael, c/o Salvatori & Wood, P.L., 4001 Tamiami Trail North, Suite 330, Naples, Florida 34103.

REGISTERED AGENT ACCEPTANCE

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 that 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.

Salvatori & Wood, P.L.


By:


Kevin Carmichael, Registered Agent

Date: 9/24/08

**Certificate of Adoption of Amended and
Restated Articles of Incorporation
For
Child Speed, Inc.**

The foregoing Amended and Restated Articles of Incorporation were adopted at a special meeting of the Board of Directors of Child Speed, Inc. ("Corporation") on September 24, 2008. The vote in favor of Adoption by the directors at the meeting was unanimous (3-0). There are no members of the Corporation and thus no requirement for member approval. Minutes of the special meeting have been placed with the corporate records.



Brian Ohls, President