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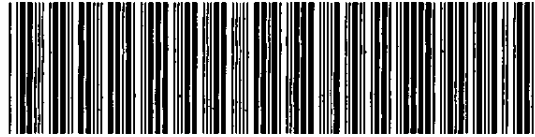
(Business Entity Name)

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2008 JUL 25 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUL 25 2008

COVER LETTER

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

SUBJECT: Gary Cogswell's "Remember the Children" Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: C. David Tangora, Esq.
Name (Printed or typed)

200 S.E. 18th Ct.
Address

Ft. Lauderdale, FL 33316
City, State & Zip

(954) 779-1005
Daytime Telephone number

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TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION
OF
GARY COGSWELL'S
"REMEMBER THE CHILDREN" FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be Gary Cogswell's "Remember the Children" Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The corporation's principal address shall be 4860 N.W. 104th Lane, Coral Springs, Florida 33076.

**ARTICLE III
PURPOSE**

The corporation is organized as a not for profit corporation. The purposes for which the corporation is organized is to seek and distribute contributions and donations from the public in the State of Florida to assist, support and aid the children and the families of children who awaiting or in need of transplants, including but not limited to distribution of charitable contributions and donations to research facilities, medical facilities, and medical research hospitals researching transplants for children, and any and all lawful business permitted to be conducted by a charitable foundation.

(a) In addition to the foregoing, guided by the belief that each child's life has equal value, the not for profit corporate charitable Foundation is being established to educate others on the importance of organ donation and transplant needs, and the Foundation's goal is to sustain and

PREPARED BY:

C. DAVID TANGORA, ESQ.
C. DAVID TANGORA, P.A.
200 S.E. 18th Court, Ft. Lauderdale, FL 33316
(954) 779-1005
Florida Bar No: 522104

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ensure dignity and quality of life for children and their families during the transplant journey and the medical and life needs that follow. As a double lung transplant recipient, Gary Cogswell's legacy is to help children and their families by instilling love, igniting hope and inspiring faith that such children's dreams can come true. Gary Cogswell learned of Brianna Yowell's need of a double lung transplant prior to his passing on December 24, 2007 and wanted to help. This united the Yowell and Cogswell families, which came together to form "Remember the Children", so no child or their family would be emotionally or financially alone in their transplant journey. On an average, transplant expenses range between \$500,000.00 - \$800,000.00+ per transplant, most of which is accomplished with the financial support of individual and corporate donors.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

ARTICLE IV ELECTION OF DIRECTORS

The Directors named herein as the initial Board of Directors shall hold office until the first meeting of members, to be held on August 5, 2008, at 7:00 p.m., at the principal address of the corporation, or at such other location as may be determined by the initial Board of Directors, at which time an election of the first Directors of the corporation shall be held. The number of directors to be elected at said first meeting of members is Three (3).

Directors elected at the first meeting of members (organizational meeting), and at all times thereafter, shall serve for a term of Two (2) Years, until the second annual meeting of members following the election of the initial Board of Directors, and until the qualification of successor Directors. There shall be no limit on the number of terms an individual may serve as a Director.

Annual Meetings of members shall be held at or about the anniversary date of the formation of the corporation, at the principal office of the corporation, or at such other place or places as the board of Directors may designate from time to time by resolution.

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a Board of Directors, elected as aforesaid, composed of the members. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the

Gary Cogswell's "Remember the Children" Foundation, Inc.
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property, voting, and other rights and privileges of members, shall be determined by the Board of Directors in the By-Laws.

ARTICLE V BOARD OF DIRECTORS AND INITIAL DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a By-Law duly adopted pursuant to the By-Laws of this corporation.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consent shall be filed with the Minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of the law that relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and By-Laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons to serve as the initial directors are:

Julie Corona:	9614 NW 27 th Street, Coral Springs, FL 33065
Judy Cogswell:	4860 NW 104 th Lane, Coral Springs, FL 33076
Beth Yowell:	3325 NW 47 th Avenue, Coconut Creek, FL 33063

ARTICLE VI REGISTERED AGENT AND INITIAL OFFICE

The address of the corporation's initial registered office is 200 S.E. 18th Court, Ft. Lauderdale, FL 33316, and the name of the initial registered agent at said address is C. David Tangora, Esq.

ARTICLE VII INCORPORATOR

The name and address of the incorporator is Judy Cogswell, 4860 N.W. 104th Lane, Coral Springs, FL 33076.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation and the corporation's By-Laws may be amended in the manner provided by law. The members shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at an annual or special meeting, with not less than a majority vote of the members entitled to vote thereon. The members, at an annual or special meeting of members, or the Board of Directors, at a duly noticed meeting of the Board of Directors, or without a meeting, in accordance with the provisions of Article V above, may adopt, amend, alter, change or repeal the By-Laws, with not less than a majority vote of the members or Directors entitled to vote thereon.

ARTICLE IX
CORPORATE DURATION

The corporation shall have perpetual existence and duration.

ARTICLE X
EFFECTIVE DATE

Pursuant to Florida Statutes, Section 617.0123 (2007), the effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.


ARTICLE XI
PROVISIONS FOR COMPLIANCE WITH 26 USC SECTION 501(c)(1)

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in section 4945 of

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the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto sets her hand and seal this 23 day of July, 2008.


Judy Cogswell
Incorporator

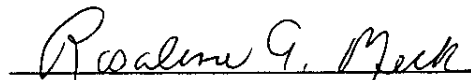
STATE OF FLORIDA

SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Judy Cogswell, party to the foregoing Articles of Incorporation, known to be personally to be such, and having further provided proof of identification by Florida Driver's License No. C240-431-44-763-0, and I have first made known to her the contents of said Articles, she did acknowledge that she signed, sealed and delivered the same as her voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 23 day of July, 2008.


Rosaline A. Meck
Notary Public

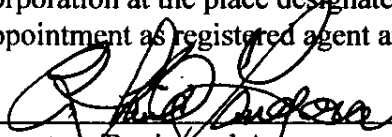
My Commission Expires:



ROSALINE A. MECK
MY COMMISSION # DD 628641
EXPIRES: March 10, 2011
Bonded Thru Budget Notary Services

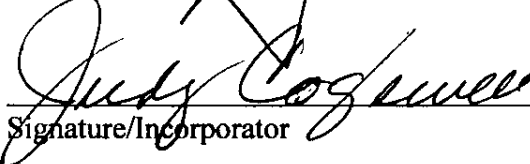
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

Date 7/23/08



Signature/Incorporator

Date 7/23/08

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