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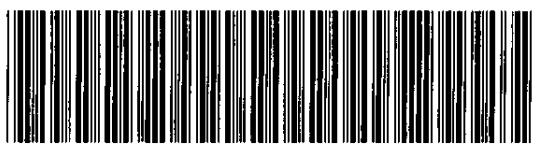
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COVER LETTER

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2008 DEC -8 PM 12:48

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

SUBJECT: Bass Fishing Kids, 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: Gary Waingrow
Name (Printed or typed)

4110 NW 113 Terrace
Address

Sunrise, FL. 33323
City, State & Zip

954-914-5827
Daytime Telephone number

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

Articles of Incorporation of Bass Fishing Kids, Inc.

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PREAMBLE

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

ARTICLE I. NAME

The name of the Corporation Not for Profit shall be the Bass Fishing Kids, Inc. ("Corporation").

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of the Corporation shall be
4110 NW 113 Terrace, Sunrise, Fl .33323

ARTICLE IV. PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended.

ARTICLE V. ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of section 501(c)(3) of the Internal Revenue Code, as may amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make

payments and other distributions in furtherance of the purposes set forth in Article IV.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. No substantial amount of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of section 501(h) of the Internal Revenue Code as may be amended.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of section 501(c)(3) of the Internal Revenue Code as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within the Revenue Procedure 92-56, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE VII. MEETINGS

1. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through e-mail communications provided all board members agree.

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is:

Gary Waingrow, 4110 NW 113 Terrace, Sunrise, Florida 33323

ARTICLE IX.

DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code as may be amended.

ARTICLE X.

REGISTERED AGENT AND OFFICE


The Registered Agent and Registered Office of the Corporation are:


Gary Waingrow, 4110 NW 113 Terrace, Sunrise, FL 33323

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the Bass Fishing Kids, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.

Dated this 15th day of November 2008.

By:  Date 12-3-08
Gary Waingrow - Registered Agent

By:  Date 12-3-08
Gary Waingrow - Incorporator

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