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 12-16-08

From: Account Name : SWEETWATER LAW OFFICES, PLC  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

The School Wish Foundation, Inc.

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION**

OF

**The School Wish Foundation, Inc.**

*a Non-Profit Florida Corporation  
(Pursuant to Chapter 617, Florida Statutes)*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
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Effective Date  
12-16-08

The undersigned, a citizen of the United States, has, for the purpose of forming a non-profit corporation under the laws of Florida, adopted the following Articles of Incorporation.

1. **Name.** The name of this corporation is **The School Wish Foundation, Inc.**
2. **Tax-Exempt Status.** The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use, apply and distribute the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. In furtherance of the above purposes:
  - (a) this corporation will 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 Section 4942 of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law;
  - (b) the property of this corporation is irrevocably dedicated to charitable, religious, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, trustees 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 these Articles;
  - (c) the corporation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. The corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law;
  - (d) the corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law;
  - (e) the corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States internal revenue laws; and

(f) 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.

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation or conduct or carry on any activities not permitted to be conducted or carried on (a) by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. **Principal Office of Business.** The principal place of business of the corporation is:

The School Wish Foundation, Inc.  
1110 Douglas Avenue, Suite 2000  
Altamonte Springs, Seminole County, Florida 32714

The mailing address of the corporation is:

The School Wish Foundation, Inc.  
1110 Douglas Avenue, Suite 2000  
Altamonte Springs, Seminole County, Florida 32714

4. **Specific Purpose.** The specific purpose of the non-profit corporation is exclusively for charitable, religious, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals, 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, or the corresponding section of any future federal tax code.

5. **Manner of Election.** The manner in which the directors are elected or appointed is stated in the by-laws of the corporation.

6. **Board of Directors.** The names and addresses of the initial Board of Directors are:

David Baudo  
1110 Douglas Avenue, Suite 2000  
Altamonte Springs, Seminole County, Florida 32714

Manuel Leon  
1110 Douglas Avenue, Suite 2000  
Altamonte Springs, Seminole County, Florida 32714

There shall be at least 2 directors of the corporation at all times which may be increased from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the

additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

7. **Registered Agent.** This corporation appoints Sweetwater Law Offices, PLC, a Florida Professional Limited Liability Company, as its Registered agent in and for the State of Florida. The complete name and address of the Registered Agent is:

Sweetwater Law Offices, PLC.  
Sweetwater Square, Suite 102, 900 Fox Valley Drive  
Longwood, Florida 32779-2551

8. **Incorporator.** The name and address of the incorporator is:

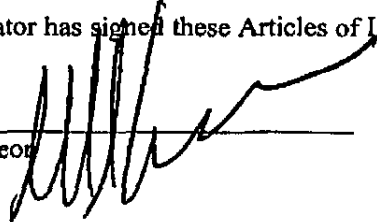
Manuel Leon  
1110 Douglas Avenue, Suite 2000  
Altamonte Springs, Seminole County, Florida 32714

9. **Effective Date.** These Articles are to be effective as of December 16, 2008.

10. **Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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.

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation this 17 day of December, 2008.

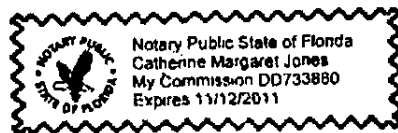
Manuel Leon



STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 17 day of December, 2008 by Manuel Leon, who is personally known to me, and who did take an oath, and acknowledged that he executed the foregoing Articles of Incorporation freely and voluntarily as its incorporator.

*Catherine Margaret Jones*  
NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

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

DATE: December 17, 2008

SWEETWATER LAW OFFICES, PLC

*Thomas Rogers*

By: Thomas Rogers, as Manager

APPROVED  
AND  
FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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