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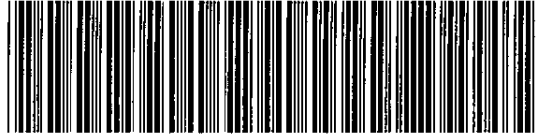
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Bureh JUN 5 2009

COVER LETTER

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

SUBJECT: Dreams Worth Growing, 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: Luanne Panacek
Name (Printed or typed)

1002 E. Palm Avenue
Address

Tampa, FL 33605
City, State & Zip

813.204.1723
Daytime Telephone number

lpanacek@childrensboard.org
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF**

Dreams Worth Growing, Inc.

(a Corporation Not For Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned incorporator, a citizen of the United States, hereby make, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is:

Dreams Worth Growing, Inc.

**ARTICLE II
BUSINESS ADDRESS**

The principal office of the corporation shall be located in Hillsborough County, Florida.

The principal office of this corporation shall be and is located at:

1002 E. Palm Avenue, Tampa, FL 33605

The mailing address of the principal office is:

1002 E. Palm Avenue, Tampa, FL 33605

ARTICLE III PURPOSE OF CORPORATION

1. Exclusively for Exempt Purposes: This corporation is organized and operated exclusively for charitable, the prevention of cruelty to children, educational, and scientific purposes within the meaning of section 501(c)(3) of the federal Internal Revenue Code. Within such purposes this corporation shall be organized and operated exclusively to:

a. Receive, hold, invest, and administer property and to make expenditures to or for the benefit of the charitable, prevention of cruelty to children, educational, and scientific purposes within the meaning of section 501(c)(3) of the federal Internal Revenue Code, of the Children's Board of Hillsborough County, a local governmental unit as defined in Treas. Reg. 1.103-1(b). All such charitable, prevention of cruelty to children, educational, and scientific purposes within the meaning of section 501(c)(3) of the federal Internal Revenue Code shall be for public rather than private purposes within the meaning of section 501(c)(3) of the federal Internal Revenue Code.

2. Assets Dedicated to Exempt Purposes Only: 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 III, paragraph 1. 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, 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 Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Distributions Only for Exempt Purposes Upon Dissolution: Upon the dissolution of the corporation, assets shall be distributed to the Children's Board of Hillsborough County, Florida, (which is a local governmental unit as defined in Treas. Reg. 1.103-1(b)), 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

4. No Discriminatory Purposes:

a. Services. No one will be denied rights, privileges, programs, activities, services, or access to the facilities of the corporation on the basis of race, color, religion, sex, age, disability, or national origin.

b. Employment. Equal employment opportunities to all persons shall be provided regardless of race, color, religion, sex, age, disability, or national origin.

5. Not for Private Interests: This corporation shall not be organized or operated for the benefit of private interests.

6. Scientific Research Limitations: This organization's research shall be performed exclusively for the Children's Board of Hillsborough County, a local governmental entity, and will be carried on in the public interest. The research (including any patents, copyrights, processes, or formulas) shall be made available to the public on a nondiscriminatory basis.

ARTICLE IV DIRECTORS AND OFFICERS

1. Manner of Selection: The directors shall be elected as stated in the bylaws, but shall be subject to ratification or approval by the Children's Board of Hillsborough County. Directors may be removed by the Children's Board of Hillsborough County. The terms of all appointed directors shall be staggered as described in the bylaws.

2. Number: Subject to the number of directors required by chapter 617, Florida Statutes, the number of directors shall be specified in or fixed in accordance with the bylaws.

ARTICLE V MEMBERS

The corporation may have such members as may be provided in the bylaws. If the bylaws provide for members, the bylaws shall also provide for rights and privileges of members.

ARTICLE VI TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to law.

ARTICLE VII OFFICERS

The Corporation shall have such officers as provided by the bylaws.

ARTICLE VIII BYLAWS

The bylaws shall be made, altered, or rescinded from time to time by the directors.

ARTICLE IX AUDITS & PUBLIC RECORDS

The Auditor General of the State of Florida and the Children's Board of Hillsborough County, Florida, shall have the authority to require and receive from the corporation any records relative to the operation of the corporation and the corporation shall be subject to an annual financial audit by the Children's Board of Hillsborough County or the Auditor General of the State of Florida. The identity of donors and all information identifying donors and prospective donors shall be confidential and that anonymity shall be maintained in the auditor's report. All other records and information shall be considered public records and the corporation shall comply with chapter 119, Florida Statutes.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the articles of incorporation may be adopted at a meeting of the board of directors by a majority vote of the directors then in office. Amendments to the articles of incorporation are subject to the prior approval of the Children's Board of Hillsborough County.

ARTICLE XI REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent at that address are:

Address:

1002 E. Palm Avenue, Tampa, Fl 33605

Name of
registered agent:

Dr. Luanne J. Panacek

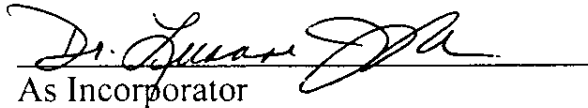
**ARTICLE XII
INCORPORATOR**

The name and address of the Incorporator are:

**Dr. Luanne J. Panacek
1002 E. Palm Avenue, Tampa, Fl 33605**

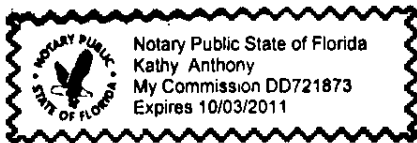
IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation this 15 day of May 2009.

Dr. Luanne J. Panacek


As Incorporator

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

These articles of incorporation of the Children's Board Foundation, Inc. were sworn to, acknowledged, and subscribed before me this 15 day of May, 2009, by Dr. Luanne J. Panacek 1002 E. Palm Avenue, Tampa, FL 33605, who is personally known to me and has taken an oath.



Signature of Notary Public — State of
Florida

Kathy Anthony
Print Name of Notary Public

My commission number and its expiration date are shown in the stamp or seal placed on this page.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of law relative to keeping open said office. I accept appointment as registered agent in compliance with sections 617.0501 and 617.0502, Florida Statutes, and accept the obligations in section 617.0503, Florida Statutes.

Dr. Luanne J. Panacek


As Registered Agent

5/15/09
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA