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THE LAW OFFICE OF

TALA A. WOODS

2327 Broadmoor Lane
Jacksonville, Florida 32207
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tala@talawoodslawfirm.com
www.talawoodslawfirm.com

February 8, 2011

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

Dear Sir or Madam:

I am the attorney for SBC CHILDREN'S FORUM, INC. Enclosed please find the Articles of Incorporation for SBC CHILDREN'S FORUM, INC., along with a check in the amount of \$78.75 in payment for the filing fee and a certified copy of the articles. Also enclosed is a full copy of the articles.

Once the articles are filed, please return the certified copy to my attention at the following address:

2327 Broadmoor Lane
Jacksonville, Florida 32207

If you should have any questions, please do not hesitate to contact me.

Sincerely,

Tala A. Woods, Esquire

ARTICLES OF INCORPORATION

SBC CHILDREN'S FORUM, INC.

ARTICLE 1
NAME

The name of this corporation is: SBC CHILDREN'S FORUM, INC. (the "Corporation").

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and mailing address of this Corporation is 8226 Green Parrot Drive, **Unit 101**, Jacksonville, Florida 32256.

ARTICLE 3
DURATION

The existence of this Corporation shall commence on the date of filing with the Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

ARTICLE 4
PURPOSES LIMITATIONS AND DISSOLUTION

Section 4.1 **Purposes.** The corporation is a not for profit corporation organized and shall be operated exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law (the "Code") or to such other organization or organizations as shall be exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 4.2 **Dissolution.** Upon the dissolution of the corporation, the Board of Directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not consistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the corporation, and after the return, transfer, or conveyance of assets which are held by the corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purposes of the Corporation, or to such other organization or

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organizations organized and operated for charitable, educational or scientific purposes as the Board of Directors shall determine; provided, however, that any organizations, other than a governmental body or agency, to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 5 **POWERS**

Subject to the restrictions and limitations set forth in Article 4, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

ARTICLE 6 **MEMBERSHIP**

Section 6.1 Nonstock Basis. The corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may but need not be evidenced by a certificate of membership.

Section 6.2 Member. The corporation shall have one member, which shall be SOTERO B. CABAUG FORUM FOR LITERACY, INC.

ARTICLE 7 **BOARD OF DIRECTORS**

Section 7.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the board of directors, except as otherwise provided by law or in these Articles or the Bylaws of the corporation.

Section 7.2 Number and Election. The number of directors constituting the initial Board of Directors is seven (7). The number of directors may be increased from time to time in accordance with the bylaws, but shall never be less than three (3). The directors, including any ex officio directors who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation.

Section 7.3 Directors. The name and address of each person who is to serve as a director until his or her death, resignation or removal, or the election or appointment and qualification of his or her successor, is as follows:

NAME	ADDRESS
Raul Latonio	155-A S.B. Cabahug St., Mandaue City, Philippines
Guadalupe C. Latonio	155-A S.B. Cabahug St., Mandaue City, Philippines
Paolo Alessandro C. Ignacio	8226 Green Parrot Drive, Unit 101 Jacksonville, Florida 32256
Pietro Angelo C. Ignacio	8226 Green Parrot Drive, Unit 101 Jacksonville, Florida 32256
Rhett Anthony C. Latonio	155-A S.B. Cabahug St., Mandaue City, Philippines
Raoul Arthur C. Latonio	155-A S.B. Cabahug St., Mandaue City, Philippines
Jeremiah Symon C. Latonio	155-A S.B. Cabahug St., Mandaue City, Philippines

ARTICLE 8 **INDEMNIFICATION**

Subject to the bylaws, and the board of directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE 9 **BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed by the sole member.

ARTICLE 10
AMENDMENTS

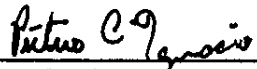
These Articles of Incorporation may be amended only by the sole member of the Corporation.

ARTICLE 11
INCORPORATOR

The name and post office address of the incorporator of the Corporation is:

Pietro Ignacio
8226 Green Parrot Drive, Unit 101
Jacksonville, Florida 32256

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 1 day of February, 2011 and submits this document and affirms the facts stated therein are, to his knowledge, true. The undersigned acknowledges that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes, as amended.



PIETRO IGNACIO

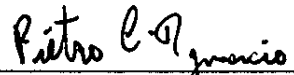
**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That SBC CHILDREN'S FORUM, INC., hereby designates **PIETRO IGNACIO**, as its registered agent to accept service of process within the State of Florida, and the street address of its registered office shall be 8226 Green Parrot Drive, Unit 101, Jacksonville, Florida 32256.

SBC CHILDREN'S FORUM, INC.

February 1, 2011



Pietro Ignacio, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named 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.

February 1, 2011



PIETRO IGNACIO

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