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FLORIDA PROFIT/NON PROFIT CORPORATION

The Children's Lobby, Inc.

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**ARTICLES OF INCORPORATION
OF
THE CHILDREN'S LOBBY, INC.
(a Florida Not For Profit Corporation)**

The undersigned, acting as incorporator of The Children's Lobby, Inc., under the Florida Not For Profit Corporation Act (the "Act") hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is The Children's Lobby, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal office of the Corporation is 487-1 East Tennessee Street, Tallahassee, Florida 32301.

ARTICLE III - MAILING ADDRESS

The mailing address of the Corporation is P.O. Box 1718, Tallahassee, Florida 32302-1718.

ARTICLE IV - DURATION AND COMMENCEMENT

The Corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE V - PURPOSES

The Corporation is a non-profit organization organized exclusively for the purpose of serving as a not for profit social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or hereafter amended, or the corresponding section of any future federal tax code (the "Code"). In furtherance of these purposes, the Corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support the objectives aforesaid. Further, the Corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE VI - ELECTION OF DIRECTORS

The method of election or appointment of the directors of the Corporation shall be as stated in the Bylaws of the Corporation.

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ARTICLE VII - LIMITATIONS ON CORPORATE POWERS

The corporate powers of the Corporation are as provided in Section 617.0302 of the Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

1. The Corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes; no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any of its officers, directors, 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 herein;
2. No substantial part of the activities of the Corporation shall be the participation in, intervention in, or promotion of (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;
3. The Corporation may engage in any lawful activities whatsoever that are necessary, incident, or convenient to the carrying on of its not for profit purposes or that are intended to promote, directly or indirectly, the not for profit interests of the Corporation, and may exercise any and all powers that might now or hereafter be lawful for the Corporation to exercise under and pursuant to the Act or any act amendatory thereof or supplemental thereto that may now or hereafter be in force; and
4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Sections 501(a) and 501(c)(4) of the Code.

ARTICLE VIII - BYLAWS

Any matters permitted by Section 617.0202(2) of the Act to be set forth in these Articles of Incorporation will be set forth in the Bylaws of the Corporation, as amended from time to time as provided therein, provided that the Bylaws of the Corporation need not set forth any matters not required by the Act to be set forth therein.

ARTICLE IX - INDEMNIFICATION

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not he or she is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is

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incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, transfer, convey, deliver and pay all of the assets of the Corporation then remaining in the hands of the Corporation to, or sell the Corporation's assets and distribute the proceeds to, another organization organized and operating for the same or similar purposes for which the Corporation is organized and operating, or to one or more corporations organized and operating exclusively for charitable purposes. Any such assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for these purposes, or to an organization or organizations as the Court shall determine which are organized and operated exclusively for these purposes.

ARTICLE XI - MEMBERS

The corporation shall have no members. All rights granted by law to members shall be vested in the members of the Board of Directors.

ARTICLE XII - NAME AND STREET ADDRESS OF THE INCORPORATOR

Roy W. Miller
487-1 East Tennessee Street
Tallahassee, Florida 32301

ARTICLE XIII - REGISTERED OFFICE AND AGENT

Roy W. Miller
487-1 East Tennessee Street
Tallahassee, Florida 32301

The undersigned incorporator, for the purpose of forming a corporation under the Act, has executed these Articles of Incorporation on March 15, 2011.

Roy W. Miller

Roy W. Miller
Incorporator

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STATEMENT OF REGISTERED AGENT

The undersigned hereby accepts its appointment as the registered agent for the Corporation in the State of Florida. The undersigned is familiar with, and accepts, the obligations of registered agent in the State of Florida as provided in Florida Statutes, Chapter 617.

Roy W. Miller
Roy W. Miller
Registered Agent

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TALLAHASSEE, FLORIDA

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