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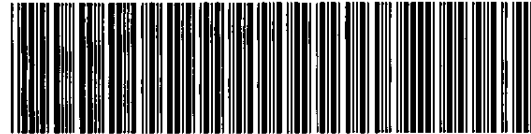
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T. Burch JUN 1 2011

**RISH, GIBSON & SCHOLZ, P.A.**

**ATTORNEYS AT LAW**

**WILLIAM J. RISH (1932-2008)  
THOMAS S. GIBSON  
S. RUSSELL SCHOLZ**

**THOMAS S. GIBSON**

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**116 SAILOR'S COVE DRIVE  
PORT ST. JOE, FLORIDA 32456**

**MAIL TO:  
POST OFFICE BOX 39  
PORT ST. JOE, FLORIDA 32457**

May 26, 2011

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

Re: Kids Win Foundation, Inc.; RGS FN 11-0198

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named corporation. Also enclosed is our check for \$78.75. Please send us a certified copy of the filing. If you have any questions or need anything further, please contact me. Thank you.

Very truly yours,

RISH, GIBSON & SCHOLZ, P.A.



Thomas S. Gibson

TSG/pwr

Enclosures: as stated

**ARTICLES OF INCORPORATION**

**OF**

**KIDS WIN FOUNDATION, INC.**

**A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the Corporation is: **Kids Win Foundation, Inc.**

**ARTICLE 2. ADDRESS**

The initial principal office of the Corporation shall be:

340 Marina Drive  
Port St. Joe, Florida 32456

The mailing address of the Corporation shall be:

340 Marina Drive  
Port St. Joe, Florida 32456

The principal office or mailing address may be changed to another place in Florida as designated from time to time by the Board of Directors.

**ARTICLE 3. TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE 4. PURPOSES AND POWERS**

The Corporation is organized, and shall be operated for, the following purposes:

A. The Corporation is a non-profit organization designed to promote educational and recreational opportunities for children from ages three (3) to sixteen (16).

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B. The Corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes, and shall not operate for pecuniary profit.

C. The Corporation shall operate exclusively for charitable, religious, educational, or scientific purposes, 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 corresponding section of any future Federal tax code.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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.

E. 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 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 corresponding section of any future Federal tax code.)

F. Except as otherwise limited herein, the Corporation shall be entitled to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

G. The Corporation may do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

## **ARTICLE 5. MEMBERS**

The Corporation may have Members who shall be admitted and removed from the membership of the Corporation in the manner provided in the Bylaws and who shall have all the rights and privileges of members of the Corporation.

## **ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 172 Collen Street, Wewahitchka, Florida 32465, and the name of its initial Registered Agent at that address is Gary L. Hites.

## **ARTICLE 7. INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Directors shall be elected or appointed in the manner and for the terms set forth in the By-Laws of the Corporation. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and street address of each initial Director of the Corporation are as follows:

	<u>Name</u>	<u>Address</u>
1.	Rick Carrie	219 Whiting Street Port St. Joe, FL 32456
2.	Donna Cartright	219 Whiting Street Port St. Joe, FL 32456
3.	Clara R. Landry	607 Woodward Avenue Port St. Joe, FL 32456
4.	Gary L. Hites	172 Collen Street Wewahitchka, FL 32465
5.	Julie Meyers	172 Collen Street Wewahitchka, FL 32465

## **ARTICLE 8. OFFICERS**

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

## **ARTICLE 9. INCORPORATOR**

The name and street address of the Incorporator of this Corporation are as follows:

Gary L. Hites  
172 Collen Street  
Wewahitchka, FL 32465

## **ARTICLE 10. INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

## **ARTICLE 11. BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded in the manner set forth in the Bylaws.

## **ARTICLE 12. AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation.

## **ARTICLE 13. NON-STOCK BASIS**


The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an

ownership or proprietary interest in the Corporation.

#### ARTICLE 14. DISSOLUTION

Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 undersigned has signed these Articles of Incorporation on this 26 day of May, 2011.

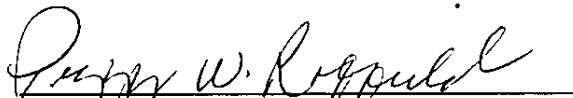
  
\_\_\_\_\_  
Gary L. Hites

STATE OF FLORIDA

COUNTY OF GULF

BEFORE ME personally appeared Gary L. Hites, to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26 day of May, 2011.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires: \_\_\_\_\_

NOTARY PUBLIC-STATE OF FLORIDA  
Peggy W. Raffield  
Commission #DD690219  
Expires: AUG. 15, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

**ACCEPTANCE BY REGISTERED AGENT**

**THE UNDERSIGNED HEREBY** accepts the appointment as Registered Agent of the Kids Win Foundation, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 2<sup>nd</sup> day of May, 2011.



Gary L. Hites, Registered Agent

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