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FLORIDA PROFIT/NON PROFIT CORPORATION

Hillsborough Kids Foundation, Inc.

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TRENAM KEMKER

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**ARTICLES OF INCORPORATION  
OF  
HILLSBOROUGH KIDS FOUNDATION, INC.**

The undersigned incorporator hereby makes, subscribes, acknowledges, and files 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 shall be:

**HILLSBOROUGH KIDS FOUNDATION, INC.**

**ARTICLE II**

**Principal Office and Mailing Addresses**

The street address of the principal office and the mailing address of the corporation shall be:

9391 North Florida Avenue  
Tampa, Florida 33612

**ARTICLE III**

**Purposes**

(a) This corporation is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), which operates exclusively for the benefit of HILLSBOROUGH KIDS, INC., a community based entity that seeks to provide a safe, loving and stable home for all children in Hillsborough County, controls this corporation and is a Section 509(a)(1) organization under the Code. The purposes of this corporation shall be no broader than the purposes set forth under the organizing document of HILLSBOROUGH KIDS, INC., as may be amended from time to time.

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(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable purposes as set forth and limited by paragraph (a) of this Article.

(c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to HILLSBOROUGH KIDS, INC., and no trustee, officer, director or member of this corporation, or private individual shall be entitled to share in the distribution of any of the corporation's assets.

#### ARTICLE IV

##### Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, religious, scientific, and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE V

### Term of Existence

The term for which this corporation is to exist shall be perpetual.

## ARTICLE VI

### Members

The corporation shall have no members.

## ARTICLE VII

### Registered Agent and Registered Office

The initial registered agent of this corporation shall be TK Registered Agent, Inc., and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

## ARTICLE VIII

### Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Melanie Hall	16002 Burnham Way Tampa, Florida 33647

## ARTICLE IX

### Board of Directors

(a) The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be appointed by the Board of Directors. The officers to be appointed in such fashion shall be a chairman, a vice-chairman, a secretary, and a treasurer, and such other officers as may be provided for in the by-laws of this

corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

(b) The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three (3) nor more than seven (7) members, the exact number of directors to be fixed from time to time as provided by the by-laws. A minimum of sixty percent (60%) of the Board of Directors of this corporation shall be directors of HILLSBOROUGH KIDS, INC. A quorum for the transaction of business at meetings of the Directors shall be a majority of the number of Directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the by-laws of this corporation, meetings of the Directors may be held within or outside of State of Florida.

## ARTICLE X

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until his or her successor or successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Melanie Hall	MSH Consulting 16002 Burnham Way Tampa, Florida 33647
Reynolds Allen	Law Offices of Allen, Norton and Blue 324 Hyde Park Ave. #350 Tampa, FL 33606
Tammy Bracewell	Greater Brandon Chamber of Commerce 330 Pauls Drive, Suite 100 Brandon, Florida 33511
Kimberly Hernandez	11038 Lynn Lake Circle Tampa, Florida 33625

ARTICLE XI

By-Laws

The by-laws of this corporation may be made, altered, amended, or repealed, and new by-laws may be adopted from time to time, by a majority vote of the Board of Directors of this corporation.

ARTICLE XII

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this corporation present at any meeting duly called and convened.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein expressed this 21 day of August, 2011.

Melanie Hall  
MELANIE HALL, Incorporator

SEP. 14. 2011 2:25PM TRENAM KEMKER

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HILLSBOROUGH KIDS FOUNDATION, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of registered agent as prescribed by Section 617.0501, Florida Statutes.

DATED this 13 day of September, 2011.

TK REGISTERED AGENT, INC.

By: [Signature]  
Charles F. Ketchey, Jr.

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