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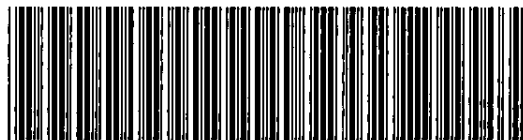
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
12/6/11

PAUL R. ALFIERI, P.L.
ATTORNEY AND COUNSELOR AT LAW

2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA 33309

PAUL R. ALFIERI, ESQ.
Email: paul@alfierilaw.com

TELEPHONE: (954) 315-4315
FACSIMILE: (954) 301-2622

December 1, 2011

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

Reference: 4KIDS OF WEST CENTRAL FLORIDA, INC.
Not for Profit - Filing of Articles of Incorporation

Dear Sir or Madam:

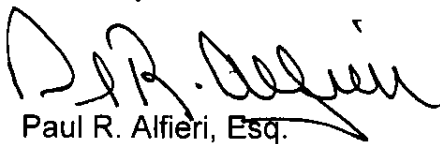
Enclosed are a fully executed original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above captioned corporation.

Also enclosed is a check in the amount of \$78.75 representing the applicable filing fee for the Articles of Incorporation and Certificate Designating Registered Agent.

Please return a copy of the Articles of Incorporation marked "Filed" to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,



Paul R. Alfieri, Esq.

PRA/lma
Encl.

ARTICLES OF INCORPORATION

OF

4KIDS OF WEST CENTRAL FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned pursuant to applicable provisions of the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this Corporation shall be **4KIDS of West Central Florida, Inc.**

ARTICLE TWO

ADDRESS OF PRINCIPLE OFFICE

The address of the principle office of the corporation shall be **8900 U.S. Highway 19 N., Pinellas Park, FL 33782.**

ARTICLE THREE

PURPOSES AND POWERS

This corporation is organized exclusively for charitable, religious and educational purposes, that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code", including but not limited to:

- a. To operate exclusively for the benefit of **Calvary Chapel of St. Petersburg, Inc.**, a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code and to operate as a "supporting organization," within the meaning of Section 509(a)(3) of the Code and the regulations thereunder; and, in furtherance thereof, it shall comply with the Organizational and Operational Tests and Requirements specified in Article IV hereof; and
- b. To serve at-risk children and families in collaboration with local and legal authorities by mobilizing and equipping the faith community to rescue, protect, and nurture children in the foster care system for the benefit of or on behalf of **Calvary Chapel of St. Petersburg, Inc.**; and
- c. To own property, including real property, tangible and intangible property, to be operated, invested and otherwise used for the benefit of or on behalf of **Calvary Chapel of St. Petersburg, Inc.**; and

- d. To make distributions to or on behalf of **Calvary Chapel of St. Petersburg, Inc.** for its religious, charitable and educational purposes, determined from time to time by the directors of the corporation, in their sole and exclusive discretion; and
- e. To engage in any and all lawful activities to accomplish the foregoing purposes, as well as those set forth in the corporation's bylaws, except as restricted herein.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(b)(1)(A) or (B) and 170(c)(2) of the Code or (c) that would preclude it from satisfying the requirements of Section 509(a)(3) of the Code.

ARTICLE FOUR

ORGANIZATIONAL AND OPERATIONAL TESTS AND REQUIREMENTS

Section 1. Organizational Test. (a) **General.** These articles of incorporation hereby: (i) limit the purposes of the corporation to one or more of the purposes set forth in Code Section 509(a)(3)(A); (ii) do not expressly empower the corporation to engage in activities which are not in furtherance of the purposes referred to in subdivision (i) of this paragraph; (iii) state, that the "specified" publicly supported organization on whose behalf this corporation is to be operated (within the meaning of Reg. § 1.509(a)-4(d)) is **Calvary Chapel of St. Petersburg, Inc.**, an organization described in section 501(c)(3) of the Code (the "Supported Public Charity"), and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d)); and (iv) do not empower the corporation to operate to support or benefit any organization other than the Supported Public Charity and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d)).

(b) **Purposes.** The corporation is formed "for the benefit of" (within the meaning of Reg. § 1.509(a)-4(c)(2)) the supported Public Charity and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d)).

(c) **Limitations.** These articles of incorporation do not and shall not permit the corporation to operate to support or benefit any organization other than the Supported Public Charity and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d)).

Section 2. Specified Organizations. The "specified" publicly supported organization on whose behalf the corporation is to be operated shall be the Supported Public Charity and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d)).

Section 3. Nondesignated Publicly Supported Organizations. (a) **General.** In the event the corporation shall benefit an organization other than the Supported Public Charity, such organizations shall only be those organizations that are of the class to be benefited by the Supported Public Charity and are consistent with the purposes of the Supported Public Charity.

(b) **Scope.** These articles of incorporation shall (i) permit the substitution of one publicly supported organization within the same class to be benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity; (ii) permit the corporation to operate for the benefit of new or additional publicly supported organizations of the same class to be benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity; or (c) permit the corporation to vary the amount of its support among different

publicly supported organizations within the same class as benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity.

Section 4. Operational Test. (a) Permissible beneficiaries. The corporation shall engage solely in activities which support or benefit the "specified" publicly supported organization on whose behalf the corporation is to be operated. Such activities may include making payments to or for the use of, or providing services or facilities for, individual members of the charitable class benefited by the "specified" publicly supported organization on whose behalf the corporation is to be operated; or supporting or benefiting an organization, other than a private foundation, which is described in section 501(c)(3) and is operated, supervised, or controlled directly by or in connection with the "specified" publicly supported organization on whose behalf the corporation is to be operated, or which is described in section 511(a)(2)(B). No part of the activities of the corporation shall be in furtherance of a purpose other than supporting or benefiting the "specified" publicly supported organization on whose behalf the corporation is to be operated.

(b) Permissible activities. The corporation shall not be required to pay over its income to the "specified" publicly supported organization on whose behalf the corporation is to be operated in order to meet the operational test. It may satisfy the test by using its income to carry on an independent activity or program which supports or benefits only the "specified" publicly supported organization on whose behalf the corporation is to be operated; provided, however, that all such support must be limited to permissible beneficiaries under subparagraph (a) of this Section 4.

Section 5. Nature of Relationship Between Organizations. The corporation shall be "operated, supervised or controlled by" the Supported Public Charity.

Section 6. Meaning of "Operated, Supervised, or Controlled by". The corporation shall be under the direction of, and accountable or responsible to the Supported Public Charity. A majority of the officers, directors, or trustees of the corporation shall be appointed, elected or approved by the governing body, members of the governing body, officers acting in their official capacity, or the membership of the Supported Public Charity.

Section 7. Control by Disqualified Persons. (a) In general. In compliance with section 509(a)(3)(C), the corporation may not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers and other than the Supported Public Charity. If a person is a disqualified person with respect to the corporation, such as a substantial contributor to the corporation, is appointed or designated as a foundation manager of the corporation by the Supported Public Charity to serve as the representative of the Supported Public Charity, then for purposes of this paragraph such person will be regarded as a disqualified person, rather than as a representative of the Supported Public Charity. An organization will be considered "controlled," for purposes of section 509(a)(3)(C), if the disqualified persons, by aggregating their votes or positions of authority, may require such organization to perform any act which significantly affects its operation or may prevent such organization from performing such act. This includes, but is not limited to, the right of any substantial contributor or his spouse to designate annually the recipients, of the income attributable to his contribution to the corporation. Except as provided in subparagraph (b) of this paragraph, the corporation will be considered to be controlled directly or indirectly by one or more disqualified persons if the voting power of such persons is 50 percent or more of the total voting power of the organization's governing body or if one or more of such persons have the right to exercise veto power over the actions of the corporation.

(b) Proof of independent control. Notwithstanding subparagraph (a) of this paragraph, the organization is permitted to establish to the satisfaction of the Commissioner of Internal Revenue that the disqualified persons do not directly or indirectly control it.

ARTICLE FIVE

NONDISCRIMINATORY POLICY

This corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE SIX

DIRECTORS

Additional members of the Board of Directors shall be elected as provided for in the Bylaws of the corporation. The initial names and addresses of the initial Board of Directors are:

**John Babb
3090 Walnut St. NE
St. Petersburg, Florida 33704**

**Bruce Brown
7007 129th Street North
Seminole, Florida 33776**

**Godly Daniel
1331 Duncan Loop N, Apt 207
Dunedin, Florida 34698**

**Joseph Seddio
6069 18th St. South
St. Petersburg, FL 33782**

**Thomas Teel
1125 Alcazar Way
St. Petersburg, Florida 33705**

ARTICLE SEVEN

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE EIGHT

BYLAWS

The Bylaws of the corporation shall be made by the Board of Directors and may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose, provided that any such amendment shall not be effective unless endorsed by a resolution adopted by a majority of the members of the Board of Directors of **Calvary Chapel of St. Petersburg, Inc.**

ARTICLE NINE

AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting called for that purpose, provided that any such amendment shall not be effective or filed unless endorsed by a resolution adopted by a majority of the members of the Board of Directors of **Calvary Chapel of St. Petersburg, Inc.**

ARTICLE TEN

REGISTERED AGENT

The Registered Agent upon whom service of process against this corporation may be made is **Paul R. Alfieri, P.L.** The Registered Agent and the Corporation's registered office are located at **5143 NW 42 Terrace, Coconut Creek, Florida 33073.**

ARTICLE ELEVEN

INCORPORATOR

The name of the Incorporator is **Paul R. Alfieri, Esq.** and their address is **2401 W. Cypress Creek Road, Ft. Lauderdale, Florida 33309.**

ARTICLE TWELVE

EARNINGS AND ACTIVITIES

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 hereof. 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 political office. The corporation shall not, except

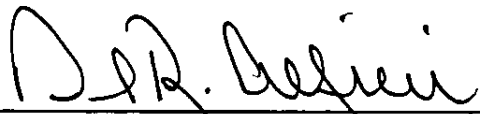
in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE THIRTEEN

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all the assets of the corporation to **Calvary Chapel of St. Petersburg, Inc.**, a Florida not for profit corporation, if it is then exempt under Section 501(c)(3) of the Code. If it is not then so exempt, the remaining assets shall be distributed to another organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is 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 I have set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1st day of December, 2011.


Paul R. Alfieri, Esq., Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, **Paul R. Alfieri, Esq.**, Incorporator of **4KIDS OF WEST CENTRAL FLORIDA, INC.**, known to me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of December, 2011.


Notary Public

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of **Chapter 48.091 and 617.0501, Florida Statutes**, the following is submitted in compliance with said statutes:

That **4KIDS OF WEST CENTRAL FLORIDA, INC.**, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principle office, as indicated in the Articles of Incorporation at **8900 U.S. Highway 19 N., Pinellas Park FL 33782** has named **Paul R. Alfieri, P.L.** its Registered Agent; and **5143 NW 42 Terrace, Coconut Creek, Florida 33073** as the place where service of process may be served within this State. That this designation has been duly approved by a resolution of the corporation's Board of Directors as applicable under Florida Statute.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with, and accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated the 1st day of December, 2011.

Registered Agent:

Paul R. Alfieri, P.L.

By: _____

Paul R. Alfieri, Esq., Sole Member

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