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FLORIDA PROFIT/NON PROFIT CORPORATION

Sertoma Kids, Inc.

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**ARTICLES OF INCORPORATION
OF**

SERTOMA KIDS, INC.

a Florida Not-For-Profit Corporation

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The undersigned persons, acting as the incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

ARTICLE I

The name of the Corporation is Sertoma Kids, Inc.

ARTICLE II

The names and addresses of each incorporator are:

Jay Castle, 329 N. Sea Lake Lane, Ponte Vedra Beach, FL 32082

Timothy A. Self, 4845 Sandy Pointe Court, Sarasota, FL 34233

ARTICLE III

The purposes for which the Corporation is organized and operated are to engage exclusively in such activities as enable it to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to, the following:

A. conducting programs and providing exceptional care to children who are challenged with communication impairment;

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B. engaging in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation including the solicitation of contributions from public and private sources wherever located; and

C. doing any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing purposes of the Corporation.

In furtherance of the Corporation's Section 501(c)(3) purposes, the Corporation shall be empowered to exercise all power and authority granted to it under the general powers enumerated in Chapter 617, The Florida Not-For-Profit Corporation Act, as now in effect or as may hereinafter be amended, together with the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE IV

The Corporation shall be a not-for-profit corporation under The Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE V

The office of the Corporation within the State of Florida is to be located in the County of Sarasota. The principal office address of the Corporation is 1075 South Euclid Avenue, Sarasota, Florida 34237. The mailing address for the Corporation is P. O. Box 25412, Sarasota, Florida 34277-2412.

ARTICLE VI

The names and addresses of the individuals who are to serve as the initial directors of the Corporation until the first annual meeting or until their successors are elected and qualify are:

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<i>Name</i>	<i>Address</i>
Timothy A. Self	4845 Sandy Pointe Court, Sarasota, FL 34233
Jay Castle	329 N. Sea Lake Lane Ponte Vedra Beach, FL 32082
Martin Faust	1687 South Drive Sarasota, FL 34239
Allan Weis	3656 San Remo Terrace Sarasota, FL 34239
David Hicks	530 Habitat Boulevard Osprey, FL 34229

ARTICLE VII

The period of duration of the Corporation is perpetual and the Corporation shall have no authority to issue capital stock.

ARTICLE VIII

The name and address of the registered agent of the Corporation within the State of Florida is David G. Bowman, Jr., 2750 Ringling Blvd., Suite 3, Sarasota, FL 34237. The registered agent is to be the agent of the Corporation upon whom process against the Corporation may be served.

ARTICLE IX

The Corporation shall not have members and shall not issue membership certificates.

ARTICLE X

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of

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the Corporation and may perform all acts in furtherance thereof as are not forbidden to the directors by law, Articles of Incorporation, or the Bylaws.

The manner of election or appointment of directors shall be as provided in the Bylaws. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than five (5) directors.

ARTICLE XI

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws.

ARTICLE XII

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of these Articles of Incorporation:

A. the Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent the Corporation at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. no part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, scientific, environmental, religious, or literary within the meaning of Code Section 501(c)(3);

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C. no substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent (including by publication or distribution of statements) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. To the extent that Code Section 501(c)(3) (or Code Section 501(h) if the Corporation so elects) is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501(c)(3) (or Code Section 501(h) if the Corporation so elects) as amended;

D. pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its 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 the purposes set forth in Article III above; and

E. notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of Code Section 509, then during such time or times:

(1) the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941;

(2) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;

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(3) the Corporation shall not retain any excess business holdings as defined in Code Section 4943;

(4) the Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944;

(5) the Corporation shall not make any taxable expenditures as defined in Code Section 4945; and

(6) the Corporation shall make all grants and distributions in a manner and to recipients permitted by Code Section 4945(d).

ARTICLE XIII

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3). In the event of voluntary dissolution, such organization or organizations shall be selected in the discretion of the directors.

ARTICLE XIV

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, as the same exists or may hereafter be amended, or as provided for by any other law. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal.

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The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XV

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, as the same exists or may hereafter be amended, except that no indemnification may be made if such indemnification would violate any provision of Chapter 42 of the Code.

ARTICLE XVI

As used in these Articles of Incorporation, the term "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue law.

ARTICLE XVII

The Articles of Incorporation may be amended only by the majority vote of the Board of Directors.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature of Registered Agent

6/11/12
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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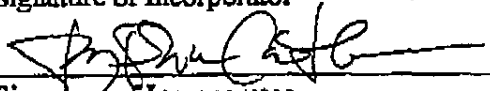
We submit this document and affirm that the facts stated herein are true. We are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, Florida Statutes.



Signature of Incorporator

4/25/12

Date



Signature of Incorporator

6/11/12

Date

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