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Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Smile Club Foundation, Inc.

Certificate of Status	0
Certified Copy	1
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Corporate Filing Menu

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TRENAM KEMKER

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NO. 3223 P. 2  
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July 3, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TRENAM, KEMKER, SCHARF, ET. AL.

SUBJECT: SMILE CLUB FOUNDATION, INC.  
REF: W12000035450

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

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JUL. 3. 2012 12:17PM

TRENAM KEMKER

NO. 3223 P. 3

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**ARTICLES OF INCORPORATION  
OF  
SMILE CLUB FOUNDATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file 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 this corporation shall be:

Smile Club Foundation, Inc.

**ARTICLE II**

**Principal Office Address**

The address of the principal office address of this corporation shall be:

1500 E. Hillsborough Avenue  
Deerfield Beach, Florida 33441

**ARTICLE III**

**Mailing Address**

The mailing address of this corporation shall be:

800 E. Broward Boulevard  
Ft. Lauderdale, Florida 33301

**ARTICLE IV**

**Purposes**

(a) This corporation is organized and shall be operated exclusively for charitable and other purposes for which an organization may be organized and operated under Section 501(c)(3)

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of the Internal Revenue Code of 1986, as amended. In order to accomplish the foregoing, it shall be within the purposes of this corporation to establish and maintain charitable and educational activities, and to take such other action which, from time to time, shall be necessary or desirable to implement and further the said purposes.

(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 or educational purposes directly or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of any director, officer of this corporation, or 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 director, officer 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 substantial 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 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 from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (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 charitable, religious, scientific, literary, or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no director, officer or private individual shall be entitled to share in the distribution of any of the assets.

## ARTICLE V

### Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary and scientific 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:

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

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

## ARTICLE VI

### No Members

The corporation shall have no members.

## ARTICLE VII

### Term of Existence

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

## ARTICLE VIII

### 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 IX

### Incorporator

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

#### Name

#### Address

D. Michael O'Leary

101 E. Kennedy Boulevard, Suite 2700  
Tampa, Florida 33602

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**ARTICLE X****Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws, and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws 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 bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, 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. Meetings of the Directors may be held within or outside of the State of Florida.

**ARTICLE XI****Directors**

The names and addresses of the members of the first Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, and until their successors have been duly elected and qualified are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Nick DeTure	800 E. Broward Boulevard Ft. Lauderdale, FL 33301
Bryan Berry	100 SE 8 <sup>th</sup> Avenue Ft. Lauderdale, FL 33301
Carla Greenlaw	800 E. Broward Boulevard Ft. Lauderdale, FL 33301

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**ARTICLE XII****Bylaws**

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

**ARTICLE XIII****Amendment of Articles of Incorporation**

These Articles may be amended by resolution adopted by the majority vote of the directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the directors present at such meeting.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of Smile Club Foundation, Inc. as of the 2<sup>nd</sup> day of July, 2012.

  
D. Michael O'Leary, Incorporator

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TRENAM KEMKER

NO. 3223 P. 8

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**SMILE CLUB FOUNDATION, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

TK REGISTERED AGENT, INC., 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 Section 617.0503, Florida Statutes.

DATED this 2<sup>nd</sup> day of July, 2012.

TK REGISTERED AGENT, INC.

By:   
D. Michael O'Leary

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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