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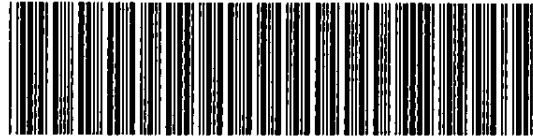
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
11/14/12

COVER LETTER

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

SUBJECT: Joe's Kids, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: **James A. Wilkinson**
Name (Printed or typed)

201 E. Pine Street, Suite 1200
Address

Orlando, FL 32801
City, State & Zip

407-422-4310
Daytime Telephone number

jwilkinson@drml-law.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

THE ARTICLES OF INCORPORATION
FOR
JOE'S KIDS, INC,

FILED
12 NOV 13 AM 10: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is the Joe's Kids, Inc. (the "Corporation").

ARTICLE II

PLACE OF BUSINESS

The corporation's principal place of business and mailing address is: 4205 Vineland Road, Suite L1, Orlando, FL 32811.

ARTICLE III

PURPOSE

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, (hereinafter the "Code"), including to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on or by a corporation: (a) exempt from federal income tax under §501(c)(3) of the Code; or (b) the contributions to which are deductible under §170(c)(2) of the Code.

ARTICLE IV

MANNER OF ELECTION

Any addition or replacement of Director(s) shall be by appointment of the Managing Director or, if there is no Managing Director, then by vote of the remaining Directors.

The Managing Director and other Directors shall have equal votes unless otherwise referenced herein.

ARTICLE V

INITIAL DIRECTORS AND/OR OFFICERS

The corporation shall be managed by a Board of Directors. The corporations shall, at no times, have less than the applicable number of Directors required by applicable law.

The initial Directors as follows:

1. Managing Director: Dom Meffe
4205 Vineland Road, Suite L1
Orlando, FL 32811
2. Director: Maureen Brockman
4205 Vineland Road, Suite L1
Orlando, FL 32811
3. Director: Joan Schuckenbrock
4205 Vineland Road, Suite L1
Orlando, FL 32811

ARTICLE VI

INITIAL REGISTERED AGENT-ADDRESS

The initial Registered Agent of the corporation shall be:

James A. Wilkinson, Esq.
201 East Pine Street, Suite 1200
Orlando, FL 32801

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the Corporation is:

James A. Wilkinson, Esq.
201 East Pine Street, Suite 1200
Orlando, FL 32801

ARTICLE VIII

DISSOLUTION AND LIQUIDATION

In the event of the dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore; and,
- (2) All remaining assets of the Corporation shall be distributed to one or more organizations described in §501(c)(3) of the Code, as determined by the Board of Directors of the Corporation.

ARTICLE IX

BYLAWS

The Board of Directors of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purpose as the Board of Directors shall deem necessary; provided, however, that no Bylaw adopted by the Board of Directors shall contain any provision inconsistent with the terms of the Articles of Incorporation, and, once adopted as the Bylaws of the Corporation, such Bylaws may not be altered, amended, repealed, or expanded absent prior written consent of a majority of the voting members of the Corporation.

ARTICLE X

POWERS

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time

hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence legislation; *provided, however*, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of §501(h) of the Code; and (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of §501(c)(3) of the Code.

During the period in which the Corporation is a "private foundation" within the meaning of §509(a) of the Code and §617.0835 of the Florida Statutes, the following additional limitations on the Corporations activities shall apply;

- (1) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942(a) of the Code.
- (2) The Corporation shall not engage in any act of "self-dealing" as defined in §4941(d) of the Code, which would give rise to any liability for the tax imposed by §4941(a) of the Code.
- (3) The Corporation shall not retain any "excess business holdings" as defined in §4943(c) of the Code which give rise to any liability for the tax imposed by §4943(a) of the Code.
- (4) The Corporation shall not make any investment which would jeopardize the carrying out of its exempt purposes, within the meaning of §4944 of the Code, so as to give rise to any liability for the tax imposed by §4944(a) of the Code.
- (5) The Corporation shall not make "taxable expenditures," as defined in §4945(d) of the Code, which would give rise to any liability for the tax imposed by §4945(a) of the Code.

