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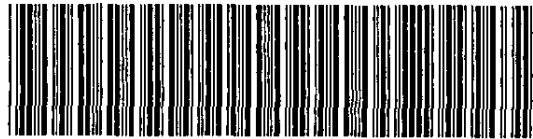
(Business Entity Name)

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DIVISION OF CORPORATIONS
13 OCT -3 AM 11:40



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 27, 2013

COPY

THE COHRS LAW GROUP, P.A.
1901 ULMERTON RD, SUITE 425
CLEARWATER, FL 33762

SUBJECT: THE BREAKFAST OPTIMIST CLUB OF ST. PETERSBURG
FOUNDATION, INC.
Ref. Number: W13000053878

We have received your document for THE BREAKFAST OPTIMIST CLUB OF ST. PETERSBURG FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Pamela Smith
Regulatory Specialist II

Letter Number: 113A00022776

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

1901 ULMERTON ROAD•SUITE 425•CLEARWATER•FLORIDA•33762
VOICE (727) 540-0001•FAX (727) 540-0027
E-MAIL dcohrs@cohrlaw.com

Denis A. Cohrs, Esq.
Joanna B. Ozkaya, Esq.
Robert B. Hicks, Esq., of counsel

October 2, 2013

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

RE: The Breakfast Optimist Club of St. Petersburg Foundation, Inc.

Dear Sirs:

Enclosed herewith is a copy of your letter dated September 27, 2013, setting forth an error in the Articles. The error has now been corrected and we are enclosing herewith and original and one (1) copy of the Articles of Incorporation for the above-referenced entity. A postage paid envelope is provided herewith for your use in returning to this office a "file" stamped copy of the Articles.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Tammaree J. Reeves
Legal Assistant

tjr
Encls.

THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

1901 ULMERTON ROAD•SUITE 425•CLEARWATER•FLORIDA•33762
VOICE (727) 540-0001•FAX (727) 540-0027
E-MAIL dcohrlaw@cohrsllaw.com

Denis A. Cohrs, Esq.
Joanna B. Ozkaya, Esq.
Robert B. Hicks, Esq., of counsel

September 16, 2013

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301


RE: The Breakfast Optimist Club of St. Petersburg Foundation, Inc.

Dear Sirs:

Enclosed herewith are an original and one (1) copy of the Articles of Incorporation of the above-referenced entity. Also enclosed is this firm's check in the amount of \$70.00, representing the fee to file said Articles. A postage paid envelope is provided herewith for your use in returning to this office a "file" stamped copy of the Articles.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Tammaree J. Reeves
Legal Assistant

tjr
Encls.

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOR

13 OCT -3 AM 11:40

THE BREAKFAST OPTIMIST CLUB OF ST. PETERSBURG FOUNDATION, INC.

The undersigned Incorporator, for the purpose of forming a not-for-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, hereby adopts and files with the Florida Secretary of State, these Articles of Incorporation.

ARTICLE I
Corporate Name

The name of the corporation is:

The Breakfast Optimist Club of St. Petersburg Foundation, Inc.

and shall hereinafter be referred to as the "Corporation".

ARTICLE II
Principal Office

The initial principal office and mailing address of the Corporation is:

**4670 - 38th Avenue N.
St. Petersburg, Florida 33713**

ARTICLE III
Registered Agent and Office

The name of the Corporation's initial registered agent is:

John Cannon

and the street and mailing address of the Corporation's initial registered office in Florida is:

**714 6th Street West
Tierra Verde, FL 33715**

ARTICLE IV
Incorporator

The name and address of the undersigned incorporator is:

Name
Sharon Shelton

Address
4670 38th Ave N.
St. Petersburg, FL 33713

ARTICLE V
Commencement; Term of Existence

The Corporation shall commence corporate existence on the date these Articles of Incorporation are filed with the Florida Secretary of State, Division of Corporations. The Corporation shall thereafter exist perpetually unless sooner dissolved in accordance with these Articles of Incorporation, the Bylaws adopted by the Corporation, or Florida law.

ARTICLE VI
Purpose

This Corporation is organized and shall be operated exclusively for religious, charitable, literary, educational and scientific purposes, within the meaning of Sections 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the Corporation may conduct and transact any and all lawful business as permitted under the laws of the State of Florida applicable to a not-for-profit corporation.

ARTICLE VII
Membership

The Corporation shall not have any members or shareholders. The Corporation shall not issue membership certificates or shares of stock.

ARTICLE VIII
Powers; Restrictions

A. Powers. The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617, Florida Statutes, or by any other law of the State of Florida or the United States of America, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation and those imposed upon similar organizations under the Internal Revenue Code.

B. Exercise of Powers; Restrictions. The Corporation and its Board of Directors shall transact the business of the Corporation only in the following manner:

1. No portion of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or any other private person, with the exception that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein.

2. The Corporation shall at all times operate as a not-for-profit corporation according to the laws of the State of Florida, and at no time shall it issue any shares or pay any dividends to any persons whatsoever.

3. No substantial part of the activities of the Corporation shall involve the dissemination of political propaganda, lobbying or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign in behalf of (or in opposition to) any candidate for public office.

4. The Corporation shall not conduct or carry on activities not permitted to be conducted or carried on, (i) by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Internal Revenue Code and applicable Treasury Regulations as they now exist or as may be amended, or, (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IX

Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation shall be enacted in accordance with the Corporation's Bylaws.

ARTICLE X

Adoption and Amendments to Bylaws

The initial Bylaws of the Corporation shall be established by the Initial Board of Directors of the Corporation in connection with the organization of the Corporation and thereafter shall be altered, amended, restated or rescinded by the Board of Directors of the Corporation as provided for in the Bylaws.

ARTICLE XI
Indemnification

The Incorporator and every director and officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE XII
Board of Directors

The powers of the Corporation shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The names and mailing addresses of the initial Board of Directors are as follows:

Sharon Shelton
4670 38th Ave N.
St. Petersburg, FL 33713

Dennis Barth
1044 18th Avenue N.
St. Petersburg, FL 33704

Kenton Smith
236 Tallahassee Drive NE
St. Petersburg, FL 33702

Walter Swan
5611 90th Ave. Cir. E.
Parrish, FL 34219

Billy Quinton
3800 6th Avenue N.
St. Petersburg, FL 33713

Thereafter, the number of Directors and the manner of their election, appointment and removal shall be as stated in the Bylaws, provided that there shall not be less than three (3) directors at any time.

ARTICLE XIII
Dissolution

Upon the dissolution or winding up of the affairs of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed, in the sole discretion of the Board of Directors, to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the Corporation and which are exempt from United States income taxes pursuant to Code Section 501(c)(3) charitable organization.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

Sharon h Shelton
Sharon Shelton, Incorporator

Date: September 16th, 2013

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.

John Cannon, Registered Agent

Date: September __, 2013

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 OCT -3 AM 11:41

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

Sharon Shelton, Incorporator

Date: September __, 2013

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.


John Cannon, Registered Agent

Date: September 16, 2013

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 OCT -3 AM 11:41