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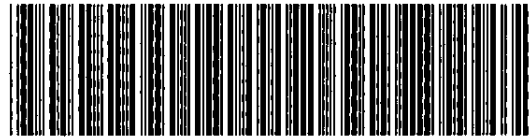
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**PAUL R. ALFIERI, P.L.**  
**ATTORNEY AND COUNSELOR AT LAW**

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

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

TELEPHONE: (954) 315-4315  
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December 10, 2013

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

Reference: Not for Profit – Articles of Incorporation for:  
4KIDS of America, Inc.

Dear Sir or Madam:

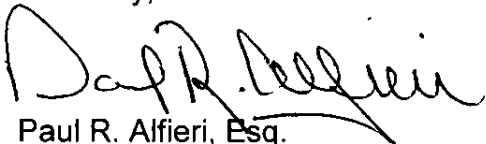
Enclosed are a fully executed original and one copy of the Articles of Incorporation for the above captioned corporations.

Also enclosed is a check in the amount of \$78.75 representing the applicable filing fees to record the Articles of Incorporation and Designation of 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/  
Encl.

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**ARTICLES OF INCORPORATION**

**OF**

**4KIDS OF AMERICA, INC.**

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The undersigned pursuant to applicable provisions of the Florida Not-For-Profit Corporation Act, (the "Act") hereby adopts the following articles of incorporation:

**ARTICLE ONE**

**NAME**

The name of this corporation shall be 4KIDS of America, Inc.

**ARTICLE TWO**

**ADDRESS OF PRINCIPAL OFFICE**

The address of the initial principal office of the corporation shall be 827 South State 7, North Lauderdale, Florida 33068.

**ARTICLE THREE**

**PURPOSES AND POWERS**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of 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, the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

The corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended. The corporation shall have the power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

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(c)(2) of the Code.

## **ARTICLE FOUR**

### **DIRECTORS**

The board of directors shall be elected as provided for in the bylaws of the corporation. The initial board of directors of the corporation is as follows:

Douglas R. Sauder  
827 S. South State Road 7  
North Lauderdale, FL 33068

Stephan Tchividjian  
827 S. South State Road 7  
North Lauderdale, FL 33068

Jim Bigl  
827 S. South State Road 7  
North Lauderdale, FL 33068

## **ARTICLE FIVE**

### **OFFICERS**

The officers of the corporation shall be elected as provided for in the bylaws of the corporation. The initial officers of the corporation are as follows:

Chairman of the Board:	Stephan Tchividjian
President:	Douglas R. Sauder
Treasurer:	Thomas Lukasik
Secretary:	Thomas Lukasik

## **ARTICLE SIX**

### **NO MEMBERS**

The corporation shall have no members as defined under the Act.

## **ARTICLE SEVEN**

### **TERM OF EXISTENCE**

The corporation shall have perpetual existence.

## **ARTICLE EIGHT**

### **BYLAWS**

The bylaws of the corporation shall be prepared and adopted by the board of directors and may be amended, altered or rescinded as set forth in the bylaws.

## **ARTICLE NINE**

### **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 registered agent's office are located at 5143 NW 42 Terrace, Coconut Creek, FL 33073.

## **ARTICLE TEN**

### **INCORPORATOR**

The name and mailing address of the incorporator is Douglas R. Sauder whose address is 827 S. South State Road 7, North Lauderdale, FL 33068.

## **ARTICLE ELEVEN**

### **LIMITATIONS AND RESTRICTIONS**

The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes. 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 Three 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 TWELVE**

### **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 dispose of all the assets of

the corporation exclusively to 4KIDS of South Florida, Inc. as long as it shall qualify as an exempt organization under section 501(c)(3) of the Code.

If 4KIDS of South Florida, Inc. is not in existence at the time of the dissolution of the corporation or shall no longer be an organization 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, then in that event, 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 dispose of all the assets of the corporation exclusively to an 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.

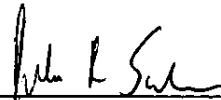
## **ARTICLE THIRTEEN**

### **AMENDMENTS**

Except for Article One, Three, Eight, Twelve and Thirteen, amendments to the articles of incorporation shall be adopted by an eighty percent (80%) majority vote of the board of directors, currently in office, at any regular or special meeting called for that purpose. Amendments to Article One, Three, Eight, Twelve and Thirteen of the articles of incorporation must be adopted by a one-hundred (100%) affirmative vote of all members of the board of directors, currently in office, at any regular or special meeting called for that purpose. Notwithstanding the foregoing, any changes to Article Twelve will also require the advance written consent of 4KIDS of South Florida, Inc.

**THIS SPACE LEFT BLANK INTENTIONALLY**

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 12<sup>th</sup> day of December, 2013.

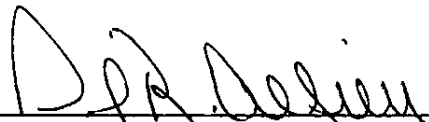
  
\_\_\_\_\_  
Douglas R. Sauder, Incorporator

STATE OF FLORIDA

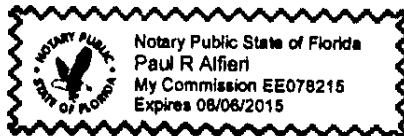
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, **Douglas R. Sauder**, incorporator of **4KIDS of America, Inc.** located at **827 S. SR7, North Lauderdale, FL 33068**, personally known to me to be the person(s) who executed the foregoing articles of incorporation or produced \_\_\_\_\_ as identification, 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 12<sup>th</sup> day of December, 2013.

  
\_\_\_\_\_  
Paul R. Alfieri, Notary Public

My Commission Expires:



**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 accordance with section 48.091 and section 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That 4KIDS of America, Inc., having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the articles of incorporation at 827 S. State Road 7, North Lauderdale, FL 33068 has named Paul R. Alfieri, P.L., the registered agent and 5143 NW 42 Terrace, Coconut Creek, FL 33073 as the place where service of process may be served within this state.

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.

Executed the 12<sup>th</sup> day of December, 2013.

Paul R. Alfieri, PL.

By: 

Paul R. Alfieri, ESQ.,  
Registered Agent

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