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OFFICE OF CORPORATIONS
13 JUL 29 PM 12:25

Amended Restated/CC
@ 7/29/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I200000000195

REFERENCE : 741957 5011226

AUTHORIZATION :

COST LIMIT : \$ 43.75

Liquidation

ORDER DATE : July 29, 2013

ORDER TIME : 10:05 AM

ORDER NO. : 741957-005

CUSTOMER NO: 5011226

DOMESTIC AMENDMENT FILING

NAME: GIVE KIDS THE WORLD, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS:

10

FILED
SECRETARY
DIVISION OF CORP.
13 JUL 29 PM 12:30

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GIVE KIDS THE WORLD, INC.**

The undersigned President of GIVE KIDS THE WORLD, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is GIVE KIDS THE WORLD, INC.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the members and the board of directors of the Corporation, in accordance with Sections 617.0701, 617.0820 and 617.1007 of the Florida Not For Profit Corporation Act. The number of votes cast for the amendments was sufficient for approval.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLE I - NAME

The name of the Corporation is GIVE KIDS THE WORLD, INC., a Florida not for profit corporation.

ARTICLE II - PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation's purposes include, but are not limited to providing children between the ages of three (3) and eighteen (18) (inclusive) with life threatening illnesses and their families the cost-free opportunity to visit and experience various Central Florida attractions.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which the Corporation is organized shall be limited to those which are strictly charitable. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI – OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by the officers elected by a majority vote of the Board of Directors. The officers of the Corporation shall consist of a Chairman, President, Secretary and Treasurer.

Such other officers and assistant officers and agents (including by not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Officers may be re-elected to serve subsequent terms.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors shall be fixed in the Bylaws of the Corporation. Directors shall be elected as provided in the Bylaws of the Corporation.

ARTICLE VIII- BYLAWS

The Bylaws of the Corporation may be amended, altered or rescinded by a majority vote of the Board of Directors in accordance with the Bylaws.

ARTICLE IX – AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Corporation's Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE IX - REGISTERED OFFICE AND AGENT

The name and street address of the registered office of this Corporation is:

Pamela Landwirth
210 South Bass Road
Kissimmee, Florida 34746

ARTICLE X - CORPORATION'S PRINCIPAL OFFICE
AND MAILING ADDRESS


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

210 South Bass Road
Kissimmee, Florida 34746

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24th day of July, 2013.

GIVE KIDS THE WORLD, INC.

By: 
Pamela Landwirth, President