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TALLAHASSEE, FL

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SEP 28 2020

CAPITAL CONNECTION, INC.

• 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

4KIDS FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
4KIDS FOUNDATION, INC.**

The undersigned pursuant to applicable provisions of the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be: 4KIDS Foundation, Inc., the "**Corporation**".

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation shall be 2717 W. Cypress Creek Road, Ft. Lauderdale, Florida 33309.

ARTICLE III

PURPOSES

This Corporation is organized exclusively for charitable, religious and educational purposes, that qualify as exempt purposes under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code", and in particular:

a. To operate exclusively for the benefit of 4KIDS of South Florida, Inc., a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code and to operate as a "supporting organization," within the meaning of Section 509(a)(3) of the Code and the regulations thereunder; and, in furtherance thereof, it shall comply with the Organizational and Operational Test Requirements specified in Article IV hereof; and.

b. To own property, including real property, tangible and intangible property, to be operated, invested, and otherwise used for the benefit of or on behalf of 4KIDS of South Florida, Inc.; and

c. To make distributions to or on behalf of 4KIDS of South Florida, Inc. for its religious, charitable, and educational purposes, determined from time to time by the directors of the Corporation; and

d. To engage in all lawful activities to accomplish the foregoing purposes except as restricted herein.

Notwithstanding any other provision of these Articles of Incorporation, 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 or (c) that would preclude it from satisfying the requirements of Section 509(a)(3) of the Code.

ARTICLE IV

COMPLIANCE WITH ORGANIZATIONAL AND OPERATIONAL TEST REQUIREMENTS

Section 1. Organizational Test.

(a) General. These Articles of Incorporation hereby: (i) limit the purposes of the Corporation to one or more of the purposes set forth in Code Section 509(a)(3)(A); (ii) do not expressly empower the Corporation to engage in activities which are not in furtherance of the purposes referred to in subdivision (i) of this paragraph; (iii) state, that the "specified" publicly supported organization on whose behalf this Corporation is to be operated (within the meaning of Reg. §1.509(a)-4(d) is 4KIDS of South Florida, Inc., an organization described in section 501(c)(3) of the Code (the "**Supported Public Charity**"), and such organizations permitted within the meaning of Reg. §1.509(a)-4(d); and (iv) do not empower the Corporation to operate to support or benefit any organization other than the Supported Public Charity and such organizations permitted within the meaning of Reg. §1.509(a)-4(d).

(b) Purposes. The Corporation is formed "for the benefit of" (within the meaning of Reg. §1.509(a)-4(c)(2)) the Supported Public Charity and such organizations permitted within the meaning of Reg. §1.509(a)-4(d).

(c) Limitations. These Articles of Incorporation do not and shall not permit the Corporation to operate to support or benefit any organization other than the Supported Public Charity and such organizations permitted within the meaning of Reg. §1.509(a)-4(d).

Section 2. Specified Organizations. The "specified" publicly supported organization on whose behalf the Corporation is to be operated shall be the Supported Public Charity and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d).

Section 3. Nondesignated Publicly Supported Organizations.

(a) General. In the event the Corporation shall benefit an organization other than the Supported Public Charity, such organizations shall only be those organizations that are of the class to be benefited by the Supported Public Charity and are consistent with the purposes of the Supported Public Charity. Notwithstanding the foregoing, any change in the supported organization shall be adopted by a two-thirds majority affirmative vote of the board of directors, then in office, of the Supported Public Charity, at any regular or special meeting, in which a quorum is present.

(b) Scope. These Articles of Incorporation shall (i) permit the substitution of one publicly supported organization within the same class to be benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity; (ii) permit the Corporation to operate for the benefit of new or additional publicly supported organizations of the same class to be benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity; or (c) permit the Corporation to vary the amount of its support among different publicly supported organizations within the same class as benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity.

Section 4. Operational Test.

(a) Permissible beneficiaries. The Corporation shall engage solely in activities which support or benefit the "specified" publicly supported organization on whose behalf the Corporation is to be operated. Such activities may include making payments to or for the use of, or providing services or facilities for, individual members of the charitable class benefited by the "specified" publicly supported organization on whose behalf the Corporation is to be operated; or supporting or benefiting an organization, other than a private foundation, which is described in section 501(c)(3) and is operated, supervised, or controlled directly

by or in connection with the "specified" publicly supported organization on whose behalf the Corporation is to be operated, or which is described in section 511(a)(2)(B). No part of the activities of the Corporation shall be in furtherance of a purpose other than supporting or benefiting the "specified" publicly supported organization on whose behalf the Corporation is to be operated.

(b) Permissible activities. The Corporation shall not be required to pay over its income to the "specified" publicly supported organization on whose behalf the Corporation is to be operated to meet the operational test. It may satisfy the test by using its income to carry on an independent activity or program which supports or benefits only the "specified" publicly supported organization on whose behalf the Corporation is to be operated; provided, however, that all such support must be limited to permissible beneficiaries under subparagraph (a) of this Section 4.

Section 5. Nature of Relationship Between Organizations. The Corporation shall be "operated, supervised or controlled by the Supported Public Charity.

Section 6. Meaning of "Operated, Supervised, or Controlled By". The Corporation shall be under the direction of, and accountable or responsible to the Supported Public Charity. A majority of the officers, directors, or trustees of the Corporation shall be appointed, elected or approved by the governing body, members of the governing body, officers acting in their official capacity, or the membership of the Supported Public Charity.

Section 7. Control by Disqualified Persons.

(a) In general. In compliance with section 509(a)(3)(C), the Corporation may not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers and other than the Supported Public Charity. If a person is a disqualified person with respect to the Corporation, such as a substantial contributor to the Corporation, is appointed or designated as a foundation manager of the Corporation by the Supported Public Charity to serve as the representative of the Supported Public Charity, then for purposes of this paragraph such person will be regarded as a disqualified person, rather than as a representative of the Supported Public Charity. An organization will be considered "controlled," for purposes of section 509(a)(3)(C), if the disqualified persons, by aggregating their votes or positions of authority, may require such organization to perform any act which significantly affects its operation or may prevent such organization from performing such act. This includes, but is not limited to, the right of any substantial contributor or his spouse to designate annually the recipients, of the income attributable to his contribution to the Corporation. Except as provided in subparagraph (b) of this paragraph, the Corporation will be considered to be controlled directly or indirectly by one or more disqualified persons if the voting power of such persons is 50 percent or more of the total voting power of the organization's governing body or if one or more of such persons have the right to exercise veto power over the actions of the Corporation.

(b) Proof of independent control. Notwithstanding subparagraph (a) of this paragraph, the Corporation is permitted to establish to the satisfaction of the Commissioner of Internal Revenue that the disqualified persons do not directly or indirectly control it.

ARTICLE V

DIRECTORS

The Board of Directors (the "Board") shall be elected as provided in the Bylaws of the Corporation. The initial directors of the Corporation are:

Dennis Jordan
2717 W. Cypress Creek Road
Ft. Lauderdale, Florida 33309

Kevin Enders
2717 W. Cypress Creek Road
Ft. Lauderdale, Florida 33309

Mathew K. John
2717 W. Cypress Creek Road
Ft. Lauderdale, Florida 33309

ARTICLE VI

OFFICERS

The Officers of the Corporation shall be elected as provided in the Bylaws of the Corporation. The initial officers of the Corporation are:

President	Dennis Jordan
Treasurer	Mathew K. John
Secretary	Kevin Enders

ARTICLE VII

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII

BYLAWS

The Bylaws of the Corporation shall be made by the Board and may be amended, altered, or rescinded as provided for in the Bylaws.

ARTICLE IX

AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a simple majority vote of the 4KIDS Board of Directors present, at any regular or special meeting at which there is a quorum.

ARTICLE X

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 Corporation's registered office are located at 5114 NW 57 Drive, Coral Springs, Florida 33067.

**ARTICLE XI
INCORPORATOR**

The name and address of the Incorporator is:

**Kevin Enders
2717 W. Cypress Creek Road
Ft. Lauderdale, Florida 33309**

**ARTICLE XII
EARNINGS AND ACTIVITIES**

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 III 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.

**ARTICLE XIII
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 distribute all the assets of the Corporation to 4KIDS of South Florida, Inc., if it is then exempt under Section 501(c)(3) of the Code. If it is not then so exempt, the remaining assets shall be distributed to Calvary Chapel Church, Inc., if it is then exempt under Section 501(c)(3) of the Code. If it is not then so exempt, the remaining assets shall be distributed to another 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.

**THIS SPACE LEFT BLANK INTENTIONALLY
SIGNATURE IS ON THE FOLLOWING PAGE**

IN WITNESS WHEREOF I have set my hand and seal, acknowledging the foregoing Articles of Incorporation of 4KIDS Foundation, Inc. under the laws of the State of Florida, this 28 day of September 2020.

DocuSigned by:

Kevin Enders

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Kevin Enders, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 617.0501 and 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **4KIDS Foundation, Inc.** having been organized under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at **2717 W. Cypress Creek Road, Ft. Lauderdale, FL 33309** has named **Paul R. Alfieri, P.L.** its Registered Agent; and **5114 NW 57 Drive, Coral Springs, Florida 33067** as the place where service of process may be served within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated the 28 day of September, 2020.

Registered Agent

Paul R. Alfieri, P.L.

By: 
Paul R. Alfieri, Esq., Member

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SECRETARY OF STATE
TALLAHASSEE, FL

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