

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0193 FAX

**csc networks**

000-342-0006

95 JAN -9 PM 2:11

DIVISION OF CORPORATION

MAIL TO:  
P.O. Box 5028  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000002

REFERENCE : 522463 95101A

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : January 9, 1995

ORDER TIME : 1:03 PM

ORDER NO. : 522463

CUSTOMER NO: 95101A

000001374130  
-01/09/95--01080--014  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Mr. Laurence C. Hames  
SALLEY FEINBERG & HAMES, P.A.

P O Box 3829

Orlando, FL 32802-3829

DOMESTIC FILING

N95000000109

NAME: GKTW, INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED  
95 JAN -9 AM 9 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DM  
1-10-95  
C2/A



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

95 JAN 10 PM 8 41  
DIVISION OF CORPORATIONS

January 9, 1995 *WCC*

CORPORATION INFORMATION SERVICES INC.  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: GKTW, INC.  
Ref. Number: W95000000542

We have received your document for GKTW, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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 (904) 487-6930.

Tim Murphy  
Corporate Specialist

Letter Number: 195A00000896

*Resubmit*

**ARTICLES OF INCORPORATION**  
**OF**  
**GKTW, INC.**  
**A NOT-FOR-PROFIT CORPORATION**

**FILED**  
95 JAN -9 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

**ARTICLE I**

**NAME**

The name of this corporation is GKTW, Inc., referred to below as the "Corporation."

**ARTICLE II**

**PURPOSE AND POWERS**

The Corporation is to be a not-for-profit corporation. The purposes for which the corporation is organized are as follows:

- A. The specific and primary purposes for which this corporation is formed are to operate an organization for the advancements of charity and education, and for other charitable purposes, by providing support to and distributing contributed funds to Give Kids The World, Inc., a Florida not-for-profit corporation qualifying as a public charity under Sections 501(c)(3), 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986.
- B. The general purposes for which this corporation is formed are to operate exclusively for religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distribution to organizations which qualify as tax exempt organizations under that Code.
- C. The Corporation shall have and exercise all rights and powers conferred on not-for-profit corporations generally under the laws of the State of Florida. The Corporation is not empowered, however, to engage in any activity which is not itself in furtherance of its purposes as set for in Paragraphs A and B of this Article, nor is it

empowered to engage in any activities mentioned in Paragraph D of this Article.

- D. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in an political campaign on behalf of any candidate for public office.
- E. For the purpose of carrying out its objects and purposes, the Corporation may require, receive and hold in its own name by purchase, gift, grant or bequest, any real or personal property, and may transfer, sell, mortgage, convey, let or otherwise use the same, subject to and in accordance with these Articles of Incorporation and any By-Laws of the Corporation hereafter adopted, consistent with the charitable purposes for which the Corporation is formed.

### ARTICLE III

#### MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualification of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the Bylaws of the corporation.

### ARTICLE IV

#### BOARD OF DIRECTORS: SELECTION; TERMS OF OFFICE

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than five (5), nor more than twenty-five (25). The initial board of directors shall consist of five (5) directors; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the Bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held. The number of directors at that time shall be twenty (20) in number.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three (3) years until the fourth annual meeting of members following the election of directors and until the qualification of the successors in office, for such periods as may be described in the Bylaws of the Corporation. Annual meetings shall be held at Orlando, Florida, on the 1st Monday in February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board of directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorized the directors to so act. Such statement shall be prima facie evidence of such authority.

#### ARTICLE V

##### MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the corporation may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of a majority of the votes of all of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

#### ARTICLE VI

##### INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Laurence C. Hames

390 N. Orange Avenue, Suite 2500  
Orlando, Florida 32801

## ARTICLE VII

### ADDRESS

The location of the principal place of business of the Corporation is 210 South Bass Road, Kissimmee, Florida 34746.

## ARTICLE VIII

### REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 390 N. Orange Avenue, Suite 2500, Orlando, Florida 32801. The name of its initial registered agent at such address is Laurence C. Hames.

## ARTICLE IX

### BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the not-for-profit corporation act of Florida described above, concerning corporate action that must be authorized or approved by members of the corporation. The Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth in the Bylaws.

## ARTICLE X

### NO PRIVATE INUREMENT

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

## ARTICLE XI

### DISSOLUTION OR DISPOSITION OF ASSETS

The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast a majority vote of the entire membership. Written notices of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consistent with Article XII, below) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XII

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for religious or charitable purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding provisions of any subsequent Federal laws.

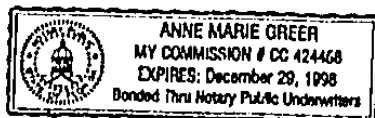
ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of a quorum of membership of the corporation.

We the undersigned, being the incorporators of this corporation for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on the 6th day of January, 1995.

Sworn to and subscribed before me this 6th day of January, 1995.



Laurence C. Hames  
Print Name: Laurence C. Hames /Registered  
Agent/Incorporator  
before me this 6th day of  
January  
Anne Marie Greer  
Notary Public  
Anne Marie Greer  
Notary's Name, Printed, Stamped or Typed

Personally Known: X

Laurence C. Hames, hereby accepts the position and obligations of registered agent for the above corporation.