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95 FEB -2 PM 1:20
U.S. DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. War for the Kids. A Helping Hand to Children, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

2:30

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BROWN FEB - 2 1995

Examiner's Initials

ARTICLES OF INCORPORATION

FILED

OF

95 FEB -2 PM 1:20

WIN FOR THE KIDS, A HELPING HAND TO CHILDREN, INC. STATE
(a corporation not for profit) FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation not for profit under Chapter 617, Florida Statutes, as amended.

ARTICLE I. NAME

The name of the Corporation shall be Win for the Kids, A Helping Hand to Children, Inc.

ARTICLE II. PURPOSE

The Corporation shall raise money for charitable organizations that serve the needs of children. The Corporation is organized and will operate as a corporation not-for-profit under the laws of the State of Florida. In no event shall the Corporation be operated for purposes other than those permitted under Section 501(c)(3) of the Internal Revenue Code of 1985 and its regulations, as amended from time to time (the "Code"). Subject to the limitation set forth above, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things for the furtherance of any of its purposes, and to aid or assist other organizations whose activities are such as to foster any of such purposes.

ARTICLE III. INCOME AND ASSETS

No part of the income or principal of the Corporation shall inure to the benefit, or be distributed to, any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation by the Corporation for services rendered shall not be deemed to be a distribution of income or principal.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source shall, after the payment of all debts and obligations of the Corporation, be used or distributed exclusively for purposes of the Corporation as set forth above or within the provisions of Section 501(c)(3) of the Code as the Board of Directors shall determine. Any assets not so disposed

of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then 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 IV. MEMBERSHIP

The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members, and their liability for dues and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE V. DURATION

The Corporation is to exist perpetually.

ARTICLE VI.

PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

The principal office and mailing address of the Corporation in the State of Florida is 1700 Palm Beach Lakes Blvd., Suite 580, West Palm Beach, Florida 33401.

The registered office of the Corporation in the State of Florida is 1700 Palm Beach Lakes Blvd., Suite 580, West Palm Beach, Florida 33401. The name of the Corporation's registered agent is Mark H. Mirkin, Esq. The street address of the registered office of the Corporation and the business office of its registered agent are identical.

ARTICLE VII. INCORPORATOR

The name and address of the person signing the Articles of Incorporation as incorporator is Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd., Suite 580, West Palm Beach, Florida 33401.

ARTICLE VIII. MANAGEMENT

The day-to-day affairs of the Corporation will be managed by its officers pursuant to the authority delegated to them in the Bylaws or by the Board of Directors.

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer, a Secretary, one or more Assistant Secretaries and such other officers as the Board of Directors may appoint from time to time.

Any two or more offices may be held by the same person. Officers shall be elected by the members of the Board of Directors at the annual meeting of members or at any meeting of the

Board of Directors if necessary to fill a vacancy or newly created office. They will serve for a period of one year or until their successors are elected and have taken office, unless sooner removed by the Board of Directors.

ARTICLE IX. INITIAL OFFICERS

The following named persons shall serve as officers of the Corporation for a period of one (1) year or until their successors are appointed at a meeting of the Board of Directors.

President	Florence Bonsuk
Vice President	Susan Tancer
Vice President	Anne Overton
Secretary	Deirdre Sykes
Treasurer	Dari Bowman

ARTICLE X. DIRECTORS

The Board of Directors shall have general management responsibility for the property, business affairs and concerns of the Corporation for the benefit of the membership. It shall consist of not less than three (3) members, the exact number to be fixed by the Board of Directors from time to time.

The procedure for the election of the members of the Board of Directors is set forth in the Bylaws.

The first Board of Directors shall consist of five (5) members. The names and addresses of the members of the first Board of Directors, who shall serve until their successors are elected and qualified are:

Florence Bonsuk
c/o Cartier, Inc.
214 Worth Avenue
Palm Beach, FL 33480

Deirdre Sykes
c/o Sykes, Tancer & Associates
222 Lakeview Avenue #1330
West Palm Beach, FL 33401

Dari Bowman
19198 Pine Tree Drive
Tequesta, FL 33469

Susan Tancer
c/o Sykes, Tancer & Associates
222 Lakeview Avenue #1330
West Palm Beach, FL 33401

Anne Overton
303 Ocean Dunes Circle
Jupiter, FL 33477

Any action required to be taken by the Directors at a meeting may be approved by written consent of the Directors in lieu of a meeting.

ARTICLE XI. BYLAWS

The Bylaws shall be adopted by the initial Board of Directors. The Bylaws may be amended, altered or rescinded in the manner provided for in the Bylaws.

ARTICLE XII. AMENDMENTS

Amendments to the Articles of Incorporation may be made in the manner set forth in Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify and hold harmless each present or former director, officer or employee of the Corporation against any and all costs and expenses, including attorneys' fees, actually and necessarily incurred by or imposed on him in connection with or resulting from any claim, action, suit or proceeding, whether civil (provided that such person acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation), criminal (provided that such criminal proceeding shall result in a finding that such person was not guilty of all of the criminal charges brought against him or such proceeding is dismissed prior to an adjudication of guilt), administrative or investigative, or any appeal therein in which he may be or become involved or with which he may be threatened, as a party or otherwise, by reason of his now or hereafter being or having theretofore been a director, officer or employee of the Corporation, or of another corporation at the request of the Corporation, or by reason of his alleged acts or omissions as a director, officer or employee as aforesaid, whether or not he continues to be such at the time and such costs and expenses as shall have been incurred, to the fullest extent permitted under Florida law.

The rights of indemnification provided in this article shall inure to the benefit of the heirs, executors, administrators, legal representatives, successors or assigns of the persons covered thereby.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation in West Palm Beach, Palm Beach County, Florida this 31st day of January, 1995.



Mark H. Mirkin, Esq.

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Win for The Kids, A Helping Hand to Children, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1700 Palm Beach Lakes Blvd., Suite 580, West Palm Beach, County of Palm Beach, State of Florida, has named Mark H. Mirkin, Esq., as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office. This acceptance is dated January 31, 1995.



Mark H. Mirkin, Esq.

FILED
JAN 31 1995
CLERK OF COURT
JAN 31 1995
JAN 31 1995