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# ARTICLES OF INCORPORATION

OF

DR. ECKS FUND, INC.

FILED 95 HAY 15 PH 1:29 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Article I

Name

The name of this corporation is Dr. Ecks, Fund, Inc.

## Article II

#### Not-For-Profit

This corporation is a not-for-profit corporation under the laws of the State of Florida. This corporation is not formed for pecuniary profit. No part of the income or assets of this corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article III

Duration

This corporation shall have perpetual existence.

Article IV

Address

The principal place of bus. ess or mailing address of this corporation shall be:

765 Camino Lakes Circle Boca Raton, FL 33486

## Article V

# Purpose

This corporation is organized and shall be operated for the publication and distribution of children's books and for any other lawful purpose.

## Article VI

# Members

This corporation shall have Members. The Bylaws of the corporation shall contain provisions relating to the qualifications for membership, the rights of members including voting rights, and such other matters as described therein.

#### Article VII

## Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 765 Camino Lakes Circle, Boca Raton, FL 33486, and the name of its initial registered agent of this corporation at that address is Scott A. Eckert.

# Article VIII

#### **Initial Board of Directors**

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The members shall elect the Directors annually. The Board of Directors shall be

elected at such time and in such manner as prescribed by the Bylaws of this corporation. The name and address of each initial Director of this corporation is as follows:

Name	Address	
Scott A. Eckert	765 Camino Lakes Circle, Boca Raton, FL	
Patricia Eckert	765 Camino Lakes Circle, Boca Raton, FL	
James Wade	9878 Sun Pointe Drive, Boynton Beach, FL	

#### Article IX

## Incorporator

The name and address of the person signing these Articles:

Scott A. Eckert 765 Camino Lakes Circle Boca Raton, FL 33486

# Article X

# Officers

The Officers of this corporation shall consist of a President, Secretary and Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of this corporation is as follows:

Name	Address	Title
Scott A. Eckert	765 Camino Lakes Circle Boca Raton, FL 33486	President/Secretary/ Treasurer

#### Article XI

#### **Powers**

This corporation shall have all the powers which may be exercised by not-for-profit corporations in accordance with the Florida Not-For-Profit Corporation Act and all other applicable laws.

#### Article XII

# Bylaws

The Bylaws of this corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

#### Article XIII

#### Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by this corporation pursuant to law.

#### Article XIV

# Indemnification

This corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 11th day of May, 1995.

Scott A. Eckert, Incorporator

281\a1000 121693.2048 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-- THAT DR. ECKS FUND, INC., DESIRES TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 765 CAMINO LAKES CIRCLE, BOCA RATON, FL 33486.

SECOND--THAT SCOTT A. ECKERT, LOCATED AT 765 CAMINO LAKES CIRCLE, BOCA RATON, FL 33486, IS NAMED AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

Incorporator

DATE

May 11, 1995

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 I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND, COMPLETE PERFORMANCE OF MY DUTIES.

**SIGNATURE** 

DATE

May 11, 1995

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