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JEROME S. LEVIN

*Board Certified in Real Estate  
Also Admitted in Pennsylvania*

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WILLIAM J. MULLINS, JR.  
Of Counsel

MEMORANDUM

TO: Attorney Title Insurance Fund  
FROM: Jerome S. Levin  
DATE: June 1, 1995  
IN RE: Filing of corporation - Florida Stars For Children, Inc.

Return to 6-5 @ 10:00 AM  
P.L.

Enclosed please find the Articles of Incorporation for Florida Stars for Children, Inc., along with a check in the amount of \$122.50 payable to the Secretary of State.

Please file these Articles upon receipt and fax or call us with the official corporate number the same day as they are filed. The certified documents should be returned to the above address.

My fund number is 15022.

Thank you for your cooperation.

JSL:nlf

Enclosures: As above

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ARTICLES OF INCORPORATION  
OF

FLORIDA STARS FOR CHILDREN, INC.

A Florida Corporation Not for Profit

The undersigned incorporators of these Article of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation Not for Profit pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: FLORIDA STARS FOR CHILDREN, INC.

ARTICLE II

PRINCIPAL OFFICE: The principal office of said Corporation shall be located at 6000 25th Way South, St. Petersburg, Florida 33712. The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation shall be 2621 Mall Drive, Sarasota, Florida 34231 and the registered agent shall be Jerome S. Levin whose business address is 2621 Mall Drive, Sarasota, Florida 34231.

ARTICLE III

PURPOSES: The object and purposes of the Corporation and the general nature of its activities shall be as follows:

1. To have and exercise all the rights and powers conferred on non-profit corporations pursuant to Chapter 617 and 607 of the laws of the State of Florida now in effect or may at anytime hereafter be amended.
2. To do all other acts without limitation which are necessary or expedient for the administration of the affairs and attainment of the goals and purposes of this Corporation.
3. To purchase, lease or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation.
4. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

5. Florida Stars for Children is an interest group which has as its core value the protection and advancement of the human capital we have in children all over the State of Florida. As a public interest group, the purpose of the organization is to help fill the void in Florida in lives of youth and to help our children to live happy and productive lives. In accomplishing this goal the intent of the organization is to bring together the youth and the wealth of talent that were born, grew up and were nourished in Florida or feel a kinship to Florida and are stars or celebrities in their own right.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Article III, and nothing contained in the foregoing statement of purposes shall be to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up.

#### PRIVATE FOUNDATION STATUS:

1. The purposes for which the corporation is organized are to raise funds subject to the restrictions and limitations hereinafter and to use the principal thereof exclusively for charitable, or educational purposes either directly or by contributions to other organizations that qualify as exempt or organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended for the goal of helping the youth of Florida.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, an Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include

the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on un-distributed income imposed by the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, (or corresponding provisions of any future United States Internal Revenue Law), as the Board of

Directors shall determine.

#### ARTICLE IV

POWERS: The Corporation shall have and exercise all the powers of non-profit corporation under the laws of the State of Florida which are convenient or necessary to effect the purposes of the Corporation.

LIMITATIONS ON POWERS: No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, 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.

#### ARTICLE V

##### QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:

Section 1. The initial members of the Corporation shall be the incorporator set forth in Article VII hereof. The membership shall be open to parties interested in the objectives of the Corporation, subject to the qualifications for membership set forth in the By-Laws of the Corporation.

Section 2. The By-Laws of the corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

Section 3. Prospective members shall be admitted to membership according to procedures and limitation established in the By-Laws.

#### ARTICLE VI

TERM OF EXISTENCE: The term of which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as amended.

#### ARTICLE VII

NAMES AND ADDRESS OF INCORPORATORS: The name and address of the incorporator to these Articles is as follows:

Jerome S. Levin  
2621 Mall Drive  
Sarasota, Florida 34231

#### ARTICLE VIII

OFFICERS AND DIRECTORS: The affair of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled in such manner as provided by the By-Laws. The officers shall be: a President, a Vice President, a Secretary and a Treasurer. Said officers shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

#### ARTICLE IX

NAME AND ADDRESS OF INITIAL DIRECTORS: The number of Directors shall be initially be four (4). The number may be increased or decreased as provided in the By-Laws of the Corporation. The names and addresses of the persons who shall serve as initial directors are:

Geneva Prescha  
2110 Second Avenue East  
Palmetto, Florida 34221

Monica Gooden  
6700 30th Street South  
St. Petersburg, Florida 33712

Henry Lawrence  
6330 Green Valley Circle  
Suite 307  
Culver City, California 90230

Irene Pridgen  
6000 25th Way  
Sarasota, Florida 33712

#### ARTICLE X

BY-LAWS: The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted in accordance with the provisions of the initial By-Laws.

#### ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended by a majority of the members qualified to vote in accordance with the Bylaws who are present and voting at any regular or special meeting of the corporation, provided, however,

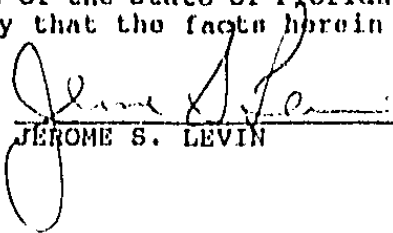
that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment by U.S. Mail or facsimile addressed to each and every member of the Corporation at the address on the official membership log of the corporation, not fewer than five (5) days nor more than thirty (30) days prior to the regular or special meeting of the Corporation; or such notice shall be sufficient, if it is published not fewer than ten (10) days or more than thirty (30) days prior to the regular or special meeting of the Corporation, in such publication as may be designated by the Board of Directors as the official journal of the Corporation.

#### ARTICLE XII

**INDEMNIFICATION:** The corporation shall indemnify any person who was or is a party to any threatened, criminal, administrative or investigative (whether or not by or in the right of the Corporation,) by reason of the fact that he is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees,) judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate Funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. The indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, We, the undersigned incorporators, having hereunto set our hands and seals this \_\_\_\_ day of May, 1995, for the purposes of forming this non-profit corporation under the laws of the State of Florida, and we hereby make and file in the office

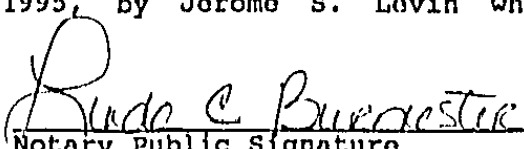
of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
JEROME S. LEVIN

STATE OF FLORIDA

COUNTY OF SARASOTA

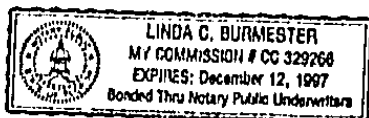
The foregoing instrument was acknowledged before me this 31st day of May, 1995, by Jerome S. Levin who is personally known to me.

  
Notary Public Signature

Linda C. Burmester  
Notary Public Name Printed

\_\_\_\_\_  
Commission Number

My Commission Expires:





STATE OF FLORIDA

DEPARTMENT OF STATE

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 compliance with Chapter 48.091, Florida Statutes:

FLORIDA STARS FOR CHILDREN, INC.

a non-profit corporation organized (or organizing) under the laws of the State of Florida with its principal office at 2621 Mall Drive, Sarasota, Florida 34231 has named Jerome S. Levin, of 2621 Mall Drive, Sarasota, Florida 34231, as its agent to accept service of process within this State.

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

  
\_\_\_\_\_  
Jerome S. Levin

FILED  
SS JUN -2 PM 2:01  
TALLAHASSEE