

MOYER & STRAUS
Attorneys and Counselors at Law
2027 West S.R. 434
Longwood, Florida 32770

Paul V. Moyer*
Timothy A. Straus**
*Certified Family Mediator
**Admitted to Florida & California Bars

Telephone
(407) 774-8280
Fax
(407) 774-8010

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: KUDDLY KIDS HOME, INC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for KUDDLY KIDS HOME, INC., along with a check in the amount of \$78.75 for the incorporation fee and certificate.

Should you have any questions with regard to the above, please do not hesitate to contact the office at any time.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Paul V. Moyer
Paul V. Moyer

PVM/klp

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 5 AM 8:48
2/9/96
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ARTICLES OF INCORPORATION
FOR NON-PROFIT CORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

KUDDLY KIDS HOME, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

6011 WALBRIDGE STREET
ORLANDO, FLORIDA 32809

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

1. To provide care and shelter for children with special needs and for other community and charitable acts for special needs children.

2. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt 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.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may

be paid for services rendered to or for the corporation affecting one or more of its purpose(s), and no Director or Officer of the corporation, of 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 be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statement(s) any political campaign on behalf of any candidate for public office.

4. 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 undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

5. 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.

6. 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.

7. 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.

8. 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.

9. Notwithstanding any other provisions 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.

10. 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 suc. 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 the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

Manner of election of directors

The manner in which the directors are appointed is as follows:

By a majority of the voting members

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

PAUL V. MOYER, ESQUIRE
2627 West State Road 434
Longwood, FL 32779

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

Mayra Ramos
6011 Walbridge Street
Orlando, FL 32809

The undersigned incorporator has executed these Articles of Incorporation on this 29th day of January, 1996.

Mayra Ramos
Signature of Incorporator

MAYRA RAMOS
Typed name of incorporator signing

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

KUDDLY KIDS HOME, INC.

2. The name and address of the registered agent and office is:

PAUL V. MOYER, ESQUIRE
2627 West State Road 434
Longwood, FL 32779

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete and performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Paul V. Moyer
Signature

1/29/96
Date