

N96000001452

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ADMITTED
FLORIDA
CALIFORNIA

PRACTICE BEFORE
STATE & FEDERAL TRIAL COURTS
U.S. TAX COURT

March 8, 1996

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-03/12/96-01063--007
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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Reach The Children Relief and Development, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation of the above referenced corporation.

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents payment in full for the filing of the Articles of Incorporation and the certified copy.

Upon the filing of the same, please return to this office a certified copy in the enclosed self-addressed stamped envelope.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

Charles P. Randall

CHARLES P. RANDALL
CPR/aes
Encls.

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ARTICLES OF INCORPORATION OF

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REACH THE CHILDREN RELIEF AND DEVELOPMENT, INC. 06 AUG 12 AM 9:27

(A Florida corporation, not for profit)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby make, subscribe, acknowledge and file the following Articles of Incorporation to form a corporation, not for profit, pursuant to Chapter 617 of the Laws of the State of Florida, to be operated for charitable purposes exclusively.

ARTICLE I

Name and Location of Principal Office

The name of the corporation is REACH THE CHILDREN RELIEF AND DEVELOPMENT, INC., a Florida corporation, not for profit. Its principal office of business shall be at 1471 SW 30th Avenue, Suite 7, Deerfield Beach, Florida with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II

TERM

The corporation shall exist perpetually until dissolved by due

process of law.

ARTICLE III

Incorporators

The names and addresses of the Incorporators of the Articles of Incorporation are as follows:

NAME	ADDRESS
DAVID HOSKINS	1471 SW 30th Ave., Suite 7, Deerfield Beach, Fl, 33442
DALE BERKEY	(same as above)
ROBERT HOSKINS	(same as above)

ARTICLE IV

General Purposes

The corporation is formed exclusively for such charitable 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 distributions to organizations which qualify as tax-exempt organizations under that Code.

Within the scope of the foregoing, the corporation is specifically organized to do all acts consistent with its charitable mandate.

The 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 any political campaign on behalf of any candidate for public office.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170(c) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more

of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3).

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 method of selection of Directors is stated in the Bylaws of this corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first

annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held 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.

Article VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of the corporation shall consist of all persons hereinafter named and all other persons as, from time to time hereafter, may be elected to membership as provided by the By-Laws. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The members shall from time to time prescribe form and manner in which application may be made for membership. The authorized number of the Members of the corporation, 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 set forth in the Bylaws.

ARTICLE X

Bylaws

The Members of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Members may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Members present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

ARTICLE XII

Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Charles P. Randall, The Courtyard Suite 150, 5301 North Federal Hwy., Boca Raton, Fl. 33487.

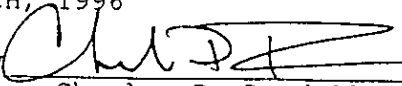
IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 4 day of March, 1996, for the purpose of forming the corporation not for profit under the laws of the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 4 DAY OF MARCH, 1996

By


Charles P. Randall

STATE OF FLORIDA)

) SS:
COUNTY OF PALM BEACH)

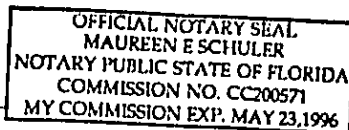
I HEREBY CERTIFY that on this 4 day of March, 1996, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgment, Charles P. Randall, to me personally known and known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of REACH THE CHILDREN RELIEF AND DEVELOPMENT, INC.. and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Palm Beach County, Florida, the day and year last above written.

Maureen E. Schuler
Notary Public, State of Florida

My commission expires:

Maureen E. Schuler
Printed name of Notary Public



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