

LAW OFFICES OF  
*Greenspoon Marder Hirschfeld Rafkin Ross & Berger*

PROFESSIONAL ASSOCIATION

Trade Centre South • Suite 700  
100 West Cypress Creek Road  
Fort Lauderdale, Florida 33309  
Howard (954) 491-1120 • Dade (305) 917-2210  
Boca Raton (407) 477-7799  
Fax (954) 771-9264

William Berger<sup>1</sup> Leonard Lubart  
Gregory J. Blodig Michael E. Marder  
Richard W. Epstein Seth A. Marmor  
Michael R. Flan Owen R. Rubin<sup>2</sup>  
Gerald Greenspoon Michael J. Ross<sup>1</sup>  
Neal W. Hirschfeld<sup>1</sup> Marc E. Scheraga  
David E. Jankowitz Kenneth J. Siegel  
Victor S. Kline Mark D. Thomson  
David R. Lenox Charles H. Webb  
Edmund O. Loos III Stephanie A. Yelenosky

Orlando Office

SouthTrust Bank Building • Suite 1100  
135 West Central Boulevard  
Orlando, Florida 32801  
(407) 425-6599  
Fax (407) 422-6503

*N 96000002440*  
April 5, 1996

Arthur C. Newirth, Of-Counsel

800001779878  
-04/09/96--01085--022  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: KIDS HELPING KIDS, INC.

Gentlemen:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation, a duplicate thereof, and our check in the amount of \$122.50 representing the following:

Filing fees	35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Kindly record the Articles of Incorporation and return the same to us at your earliest convenience.

Yours very truly,

*E. Stephen May*  
E. Stephen May  
Legal Assistant

<sup>1</sup> Also admitted in New York  
<sup>2</sup> Also admitted in Texas



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 15, 1996

E. STEPHEN MAY LEGAL ASSISTANT  
100 W CYPRESS CREEK ROAD STE 700  
FT LAUDERDALE, FL 33309

SUBJECT: KIDS HELPING KIDS, INC.  
Ref. Number: W96000008015

We have received your document for KIDS HELPING KIDS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Felda Chesser  
Corporate Specialist

Letter Number: 496A00017251

FILED  
APR 29 PM 3:50  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KIDS HELPING KIDS, INC.

I, the undersigned, for the purposes of forming a corporation for not for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

KIDS HELPING KIDS, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

Prepared by:  
SETH A. MARMOR, ESQ.  
Florida Bar No. 337099  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
100 West Cypress Creek Road, Suite 700  
Fort Lauderdale, Florida 33309  
(305) 491-1120

FILED  
SS APR 29 PM 2:50  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### MEMBERSHIP

Any person who agrees to be bound by these Articles of Incorporation, the corporate Bylaws, and any rules and regulations which the Board of Directors may from time to time adopt, who completes a membership application form and submits it to the Board of Directors, and who pays the applicable dues, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board of Directors further discretionary powers relating to the admission of members.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

100 West Cypress Creek Road  
Suite 700  
Ft. Lauderdale, Florida 33309

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: Seth A. Marmor.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than three (3), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the members of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The names and street addresses of the initial directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification of their successors:

Steven Rosenberg - 12189 Old Country Road, Wellington,  
Florida 33414

Margaret Rosenberg - 12189 Old Country Road, Wellington,  
Florida 33414

Max Rosenberg - 12189 Old Country Road, Wellington,  
Florida 33414

#### ARTICLE VII

##### INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
Soth A. Marmor	100 West Cypress Crook Road Suite 700 Ft. Laudordalo, Florida 33309

#### ARTICLE VIII

##### CORPORATE ADDRESS

The address of the Corporation shall be:

100 West Cypress Crook Road, #700

Fort Laudordalo, FL 33309

#### ARTICLE IX

##### MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the Members such Board shall manage the business and affairs of the corporation, without the need of further authorization from the Members , except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Members or the Directors. The Members may amend,

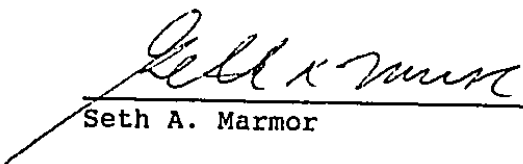
alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Members, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Members.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter proscribed by law; and all rights conferred upon herein are granted subject to that reservation.

5. Any Incorporator or Member present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

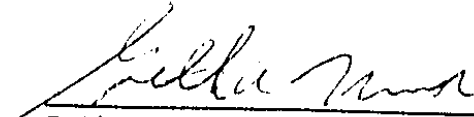
6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 5th day of April, 1996.

  
Seth A. Marmor

(SEAL)

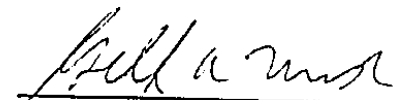
The Undersigned hereby accepts the designation as Registered Agent of the Corporation.

  
Seth A. Marmor

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Ft. Lauderdale, County of Broward, State of Florida, has named Seth A. Marmor, located at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Registered Agent

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96 APR 29 PM 2:50  
TALLAHASSEE, FLORIDA



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FROM DIVISION OF CORPORATIONS

ME 01

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DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

5:29 PM

((H97000002763 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS ENTERPRISES, INC.  
CONTACT: FRANK A RODRIGUEZ  
PHONE: (561)694-8107

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: KIDS HELPING KIDS, INC.

AUDIT NUMBER.....H97000002763

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

CERT. COPIES.....0

PAGES.....

DEL.METHOD.. MAIL

EST.CHARGE.. \$43.75

*me 2/4/97*

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

*Please deliver by  
U.S. Mail*

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97 MAR -3 PM 4:13  
TALLAHASSEE, FLORIDA

*061 300 0000  
Grade*

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## AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation have been duly adopted on February 17, 1997 by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

### Article I. Name

The name of this Florida not-for-profit corporation is:  
Kids Helping Kids, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Kids Helping Kids, Inc.  
12189 Old Country Road  
Wellington FL 33414

### Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3), including the following:

to provide charitable services and support to benefit children with life threatening illnesses and to provide educational creative performing arts opportunities for young singers and dancers

All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Corporate Creations International Inc.  
8895 North Military Trail • Suite 202D  
Palm Beach Gardens FL 33410-8266  
(561) 694-8107

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TALLAHASSEE - FLORIDA

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Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Corporate Creations International Inc.  
8895 North Military Trail • Suite 202D  
Palm Beach Gardens FL 33410-6266  
(561) 694-8107

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Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Maggi Rosenberg  
Kendra Balsor  
Lorna Bahamondes

Article VIII. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Code Section 501(c)(3).

Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Kids Helping Kids, Inc.

By: Maggi Rosenberg  
Maggi Rosenberg, President

Date: 2-23-97

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

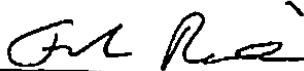
**Corporation:**

Kids Helping Kids, Inc.

**Registered Agent/Office:**

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises, Inc.  
Frank A. Rodriguez, President

Date: March 3, 1997

Corporate Creations International Inc.  
8895 North Military Trail • Suite 202D  
Palm Beach Gardens FL 33410-6266  
(561) 694-8107

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