

N980000000891

DOROTHY L. HUKILL, P.A.
Attorney and Counsellor at Law

ALSO ADMITTED IN NEW YORK

(904) 304-3133

1620 SOUTH CLYDE MORRIS BOULEVARD
SUITE 110
DAYTONA BEACH, FLORIDA 32119
FACSIMILE (904) 304-3135

February 10, 1998

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

600002430376--4
-02/13/98--01083--010
****122.50 ****122.50

RE: Florida Foundation For Children, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for the above along with my firm's check in the sum of \$122.50 representing the requisite filing fee.

Kindly file and return the Certificate of Incorporation in the stamped, self-addressed envelope enclosed herein for your convenience. Thank you for your attention to this matter.

Sincerely,

Dorothy L. Hukill
Dorothy L. Hukill, P.A.

DLH/tas
enclosure

FILED
98 FEB 13 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-16-98

FILED

98 FEB 13 AM 8:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA FOUNDATION FOR CHILDREN, INC.**

The undersigned desiring to form a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, does for the purposes and objects hereinafter stated, agree, declare and adopt the following articles of incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is **FLORIDA FOUNDATION FOR CHILDREN, INC.**

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 313 N. Greenway Drive, Port Orange, Florida 32127, and the mailing address shall be the same.

ARTICLE III - TERM OF EXISTENCE

The period of duration of this corporation is perpetual and Corporate existence shall commence with filing of the Articles of Incorporation with the Secretary of State.

ARTICLE IV - CORPORATE NATURE AND PURPOSES

The primary purposes and objects for which the corporation is organized shall be:

1. For charitable and educational purposes.
2. For the establishment of a foundation and other activities and institutions related to research in catastrophic

childrens' diseases.

3. For the establishment of a foundation and other activities and institutions related to assisting and/or defraying expenses incurred by family members of children with catastrophic diseases.

4. To take an active interest in the welfare of the community.

ARTICLE V - MEMBERSHIP

Any person of legal majority may be granted membership in the corporation. Qualification for membership and manner of admission shall be governed and controlled as provided in these Articles and By-Laws of the corporation and is by invitation only.

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered office of the corporation is 313 N. Greenway Drive, Port Orange, Florida 32127 and the name of the initial registered agent of the corporation at such address is DON BRICE.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. All corporate powers shall be exercised by or under the authority of and the affairs of the corporation managed under the direction of its Board of Directors, consisting of five (5) persons, who must be members of the corporation, provided that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the First Board of Directors shall hold office until the second annual meeting of

members at which time an election of Directors shall be held. Directors elected at the second annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the next second annual meeting of members following the election for Directors and until the qualification of the successors in office. The annual meeting shall be held in Port Orange, Florida, on the first Saturday in January of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

The names and addresses of the persons who are to serve as the First Board of Directors are:

DON BRICE	313 N. Greenway Drive Port Orange, FL 32127
BRENDA BRICE	313 N. Greenway Drive Port Orange, FL 32127
LARRY DIETCH	5928 Kendrew Drive Port Orange, FL 32127
J. RIDGELY STEWART	519 W. International Speedway Blvd. Daytona Beach, FL 32114
CHRIS LEE	2632 Lancaster Apopka, FL 32703

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the second annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President: DON BRICE

Vice-President:

LARRY DIETCH

Treasurer/Secretary:

BRENDA BRICE

ARTICLE VIII - EARNINGS AND ACTIVITIES OF THE CORPORATION

A. No part of the net earnings, income or receipts of this corporation shall ever inure to the benefit of or be distributed to any officer, director, individual, member, or members of this corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

B. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX - INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

DON BRICE

313 N. Greenway Drive
Port Orange, FL 32127

ARTICLE X - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for similar purposes as shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction in the county in which the principal office is then located.

ARTICLE - XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the By-Laws of this corporation.

IN WITNESS WHEREOF, the undersigned being the incorporator of

this corporation has set his hand and seal to the foregoing these
Articles of Incorporation this 9TH day of FEB,
1998.


DON BRICE

ACCEPTANCE BY REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

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 the capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties, and I accept the duties and
obligations of Section 607.0505 Florida Statutes.


DON BRICE

STATE OF FLORIDA

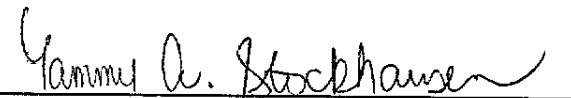
COUNTY OF VOLUSIA

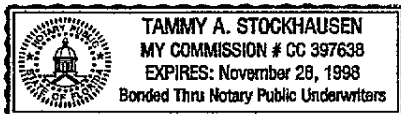
Before me, the undersigned authority, personally appeared
DON BRICE, the Incorporator of FLORIDA FOUNDATION FOR CHILDREN,
INC., who is personally known to me and who did take an oath and
who is the person who executed the foregoing and acknowledged
before me, according to law, that he made and subscribed the same
for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
9 day of February, 1998.

Florida Drivers License

B620-190-40-460-0


Notary Signature



FILED
98 FEB 12 AM 8:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE