

N98000002577

Brian Paul

Requestor's Name

443 SW Bendigo Dr.

Address *361*

Port St Lucie, FL 34953 785-9869

City/State/Zip

Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Ad Women & Memory Mimer Childrens Foundation Inc*
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) *200002512472--6*

3. _____
(Corporation Name) (Document #) *-05/06/98--01003--008*
****367.50 ***122.50*

4. _____
(Corporation Name) (Document #)

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- Certified Copy
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

<input type="checkbox"/>	REGISTRATION
<input type="checkbox"/>	QUALIFICATION
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Corrected Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6
MAY -5 1998

Examiner's Initials

**ARTICLES OF INCORPORATION
FOR
THE A-1 WORLD AND MEMORY MAKER CHILDREN'S FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE I
Corporate Name

The name of this Corporation is The A-1 World and Memory Maker Children's Foundation, Inc.

ARTICLE II
Duration

The term of existence of this Corporation is perpetual.

ARTICLE III
General and Specific Purposes

The purposes for which this Corporation is formed are exclusively for the advancement of health, charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE IV
Membership Certificates

This Corporation shall have no members.

ARTICLE V
Management of Corporate Affairs

A. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than ~~three~~ (3) persons.

B. The Directors named herein as the first Board of Directors shall hold office until the term under which they are presently serving expires.

C. Directors shall serve staggered terms so that no more than one plus one-half (1+1/2) of future Boards will be elected in any given year. As the first Board of Directors' terms expire, new Directors will be elected at the annual meetings. Directors, with the exception of the first Board of Directors, shall serve for a term of two (2) years, each term to begin on the date elected.

D. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI

Board of Directors and Officers

ARTICLE VII

Earnings and Activities of Corporation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, 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. 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 or in opposition to any candidate for office.

ARTICLE VIII
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 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, education, or scientific purposes similar to those for which this corporation was created, or shall be distributed to the federal government, or to a state or local government for a public purpose.

ARTICLE IX
Incorporation

The name and residence address of the Incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian Paul	443 Bridgeport Drive Port St. Lucie, FL 34953

ARTICLE X
Dedication of Assets

The property of this Corporation is irrevocably dedicated to health, educational, or charitable purposes, and no part of the net income or assets of this Corporation shall inure to the benefit of any Director or Officer, or to the benefit of any private individual.

ARTICLE XI
Principal Office and Registered Agent

The principal office and mailing address of the Corporation shall be 265 S.W. Port St. Lucie Boulevard, Port St. Lucie, FL 34984, or such other place as the Board shall designate; and the name of its Registered Agent shall be Sonia Fields whose address is 703 South Indian River Drive, Fort Pierce, Florida 34950.

ARTICLE XII
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not-for-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE XIII
Amendment of Articles

Amendments to these Articles of Incorporation and any Bylaws of this Corporation may be proposed by a resolution adopted by the Board of Directors and passed by a majority of the members of the Board in the manner set forth in the Bylaws of this Corporation.

I, the undersigned, being the Subscriber and Incorporator of The A-1 World and Memory Maker Children's Foundation, Inc., for the purpose of forming this Nonprofit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 20th day of April 1998.


Witnessed By:

Penny Watson
Quinn Austin

Brian Paul
Brian Paul

State of Florida
County of St. Lucie

20th **The Foregoing Instrument** was sworn to (or affirmed) and subscribed before me this day of April 1998, by Brian Paul, after producing Florida Driver's License as identification.

 Padrick A Pinkney
My Commission CC670855
Expires December 06, 2001

Padrick A. Pinkney
Notary Public:

**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVING OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **The A-1 World and Memory Maker Children's Foundation, Inc.**, a Florida Nonprofit Corporation, has named **Sonia Fields** whose address is **703 S. Indian River Drive, Fort Pierce, Florida 34950**, as its agent to accept service of process within this state. Having been named to accept service for process for the above 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.


SONIA FIELDS