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**George N. Klimis, P.A.  
Attorney at Law**

30 North Ring Avenue, Suite 400  
Tarpon Springs, Florida 34689

L.L.M. Taxation  
Office: 813-943-9551  
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May 20, 1998

VIA OVERNIGHT MAIL

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

200002533902--7  
-05/22/98--01108--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Special Children's Foundation, Inc.**

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, enclosed is my firm's check in the amount of \$70.00 for the filing fee, registered agent fee and charter tax.

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 

George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

**OF**

### **SPECIAL CHILDREN'S FOUNDATION, INC.**

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

#### **ARTICLE 1: CORPORATE NAME**

The name of the Corporation shall be: **SPECIAL CHILDREN'S FOUNDATION, INC.** The address of the principal office of this corporation shall be 1801 Alicia Way, Clearwater, Florida 34624, and the mailing address of the corporation shall be 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689.

#### **ARTICLE 2: CORPORATE PURPOSE**

The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, of the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS**

The Corporation shall possess all powers granted Corporations not-for-profit under the Laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2, hereof.

3.02 Activities. 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.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by 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.

#### ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for such purposes and to such entities as are purposes and receipt entities authorized for corporations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

#### ARTICLE 6: MEMBERS

6.01 **Eligibility.** Membership shall be open to all natural persons over the age of 18 years who are interested in furthering charitable purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership, and establish membership fees therefore.

6.02 **Dues.** Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of the Bylaws and Amendments thereto.

6.03 **Meeting.** Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

#### ARTICLES 7: OFFICERS

7.01 **Defined.** The affairs of the Corporation shall be managed by a president, vice president, a secretary and a treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

7.02 **Election.** Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

7.03 **Initial.** The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

##### **OFFICE**

President

##### **NAME AND ADDRESS**

Christie V. Gagnon  
1801 Alicia Way  
Clearwater, Florida 34624

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<b>Vice President</b>	<b>Christine L. Gagnon</b> <b>1801 Alicia Way</b> <b>Clearwater, Florida 34624</b>
<b>Secretary</b>	<b>Christine L. Gagnon</b> <b>1801 Alicia Way</b> <b>Clearwater, Florida 34624</b>
<b>Treasurer</b>	<b>Christine L. Gagnon</b> <b>1801 Alicia Way</b> <b>Clearwater, Florida 34624</b>

7.04 **Vacancies**. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

#### **ARTICLE 8: BOARD OF DIRECTORS**

8.01 **Defined**. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws, but in no case shall the number of Directors be less than three (3).

8.02 **Term**. Directors shall hold their offices for three (3) years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

8.03 **Number**. The number of Directors constituting the initial Board of Directors is three (3) persons and the names and address who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>Christie V. Gagnon</b>	<b>1801 Alicia Way</b> <b>Clearwater, Florida 34624</b>
<b>Christine L. Gagnon</b>	<b>1801 Alicia Way</b> <b>Clearwater, Florida 34624</b>
<b>George N. Klimis</b>	<b>30 North Ring Avenue, Suite 400</b> <b>Tarpon Springs, Florida 34689</b>

#### **ARTICLE 9: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF**

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where

consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified FUND, INC., purpose or use. The Corporation shall, at all times, have full control over all donated FUND, INC.s and discretion as to their use so as to ensure that all contributions will be used to carry out is purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

#### **ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS**

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five (5) days prior to such meeting.

#### **ARTICLE 11: AMENDMENT OF ARTICLES OF INCORPORATION**

11.01 **By Directors.** Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds (2/3) of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the next of the proposed amendments be furnished each member not less than ten (10) days prior to such meeting.

11.02 **By Members.** Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten (10) days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds (2/3) vote of the members voting, a quorum being present.

#### **ARTICLE 12: REGISTERED AGENT**

The Corporation's initial registered agent maintains an office at 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689, and the resident agent there at shall be GEORGE N. KLIMIS.

#### **ARTICLE 13: INCORPORATOR**

The name and address of each person signing these Articles is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>GEORGE N. KLIMIS</b>	<b>30 North Ring Avenue, Suite 400 Tarpon Springs, Florida 34689</b>

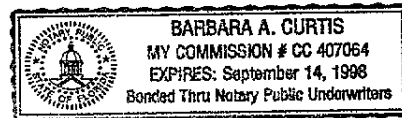
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
GEORGE N. KLIMIS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 18<sup>th</sup> day of May, 1998, by GEORGE N. KLIMIS, who is personally known to me and who did take an oath.

signed: Barbara A. Curtis  
printed: BARBARA A. CURTIS  
Notary Public - State of Florida



### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 18<sup>th</sup> day of May, 1998

  
\_\_\_\_\_  
GEORGE N. KLIMIS

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