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May 28, 1998

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-06/02/98-01086-016
***122.50 ***122.50

Re: **Incorporation of *The AWARE Program, Inc.***
Our File #3676-34

Dear Sir or Madam:

In connection with the above, I have enclosed an original and one copy of Articles of Incorporation for *The AWARE Program, Inc.*, together with this firm's check in the amount of \$122.50 for filing the Articles and providing me with a certified copy of the same.

Thank you for your cooperation and assistance with this matter. Please contact me if you have any questions concerning this corporation.

Sincerely,

Fran L. Haas

Fran L. Haas
Legal Assistant to James R. Pratt, Esquire

JRP:flh
Enclosures
c: Mr. Gary Larson (w/ encl.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 4 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE AWARE PROGRAM, INC.

We, the incorporators signing below, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, do hereby certify we are forming a corporation under the laws of the State of Florida for the purposes stated below and under the following Articles:

ARTICLE I - NAME

The name of the Corporation shall be: THE AWARE PROGRAM, INC.

ARTICLE II - PURPOSES

A. The Corporation is organized exclusively for charitable, educational, and scientific purposes, and for the prevention of cruelty to children, all within the meaning of and as restricted by Section 501(c)(3) ["Section 501(c)(3)"] of the Internal Revenue Code (the "Code"). Without limiting the foregoing, the Corporation may also receive contributions and pay them over solely to organizations of a nature described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Code. References in these Articles to "Section 501(c)(3)" include the corresponding Section under any future federal tax code; and references to the "Code" include any such future federal tax code.

B. Without limiting the general purposes set forth above, the Corporation is expressly dedicated to (1) educating the public that toddler drownings are preventable, (2) instructing how toddler drownings can be prevented, and (3) increasing public awareness of the dangers that arise when small children are around swimming pools and water bodies.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE IV - ADDRESS OF CORPORATION

The street address of the initial principal office of this Corporation, and the Corporation's initial mailing address, shall be: 6073 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34747.

ARTICLE V - DIRECTORS

A. The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors shall initially be three (3); provided, however, that the number of Directors may be changed by a bylaw duly adopted pursuant to the Bylaws of this Corporation.

B. The Directors shall be elected or appointed in the manner prescribed by the Bylaws of this Corporation. Further, the qualifications required of each Director shall also be prescribed by the Bylaws.

C. 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 the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any 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 that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting.

D. The names and residential addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Residential Address</u>
Randall Larson	1651 South Narcoossee Road St. Cloud, Florida 34776
Gary Larson	7120 Lakeville Road Orlando, Florida 32818
James R. Pratt	1550 Elm Avenue Winter Park, Florida 32789

ARTICLE VI - PROTECTION OF DIRECTORS

A. The Directors shall not be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any Director be subject to the payment of the obligations of the Corporation to any extent whatsoever.

B. Each Director, in consideration of his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against the person by reason of his or her being or having been a Director of the Corporation, or by reason of any act or omission to act as such Director, provided that he or she shall not have been derelict in the performance of his or her duty as to the matters or matter in respect of which the claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights or protections to which any Director may be entitled as a matter of law.

ARTICLE VII - BYLAWS

Bylaws for this Corporation will be adopted hereafter by the Board of Directors. The Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by following the procedure set forth in the Bylaws.

ARTICLE VIII - DEDICATION OF ASSETS

A. The property of this Corporation is irrevocably dedicated to purposes that are exempt under Section 501(c)(3), and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or to the benefit of any other private individual.

B. Without limiting the foregoing, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors 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 prescribed by these Articles.

ARTICLE IX - DISTRIBUTION OF ASSETS ON DISSOLUTION

On the dissolution or final liquidation, or if otherwise permitted by law, on partial liquidation, of the Corporation, after payment of all liabilities of the Corporation, the assets of the Corporation shall be distributed for one

or more exempt purposes within the meaning of Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed pursuant to the order of a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court may determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE X - RESTRICTION ON POLITICAL ACTIVITIES

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors, after no less than fifteen (15) days' prior written notice to all Directors.

ARTICLE XII - MISCELLANEOUS

A. The Corporation shall have no capital stock, nor shall the Corporation have any members.

B. This Corporation shall, in order to carry out the limited purposes prescribed above, have all powers that are conferred by law and by the "Florida Not-For-Profit Corporation Act," Chapter 617, Florida Statutes, or as that Act may be amended.

C. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent federal tax laws.

D. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Code; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

E. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code which would give

rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent federal tax laws.

F. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent federal tax laws.

G. During any period that it is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII - REGISTERED AGENT AND REGISTERED OFFICE

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles, the registered agent shall be James R. Pratt, Esquire and the registered office address this registered agent shall occupy is located at 369 North New York Avenue, 3rd Floor, Winter Park, Florida 32789.

ARTICLE XIV - EFFECTIVE DATE

The date of corporate existence shall be the date of acknowledgment of these Articles provided they are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date that is five (5) days prior to such filing.

ARTICLE XV - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation are as follows: James R. Pratt, Esquire, 369 North New York Avenue, 3rd Floor, Winter Park, Florida 32789.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of May, 1998.


James R. Pratt, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared James R. Pratt, to me well known and known to me to be the person(s) described as the incorporator(s) in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that they made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 22 day of May, 1998.

Fran L. Haas
NOTARY PUBLIC **FRAN L. HAAS**
Print Name: _____
MY COMMISSION EXPIRES: _____



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

In pursuance of Section 617.0501, Florida Statutes (1997), the following is submitted, in compliance with said act:

That THE AWARE PROGRAM, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 6073 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34747, has named James R. Pratt, Esquire, located at 369 North New York Avenue, 3rd Floor, Winter Park, Florida 32789, County of Orange, State of Florida as its agent to accept service of process within this state.

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

DATED: May 22, 1998.


James R. Pratt, Esquire

APPROVED
AND
FILED
98 JUN - 2 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA