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NAME: THE KIDS HEALTH CARE FOUNDATION, INC.
AUDIT NUMBER.....H98000011500
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ARTICLES OF INCORPORATION
OF
THE KIDS HEALTH CARE FOUNDATION, INC.

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name and Address

A. The name of the corporation shall be THE KIDS HEALTH CARE FOUNDATION, INC.

B. The street address of the initial principal office of the corporation shall be 804 Eveningside Court, Tampa, Florida, 33615. The mailing address of the corporation shall be the same.

ARTICLE II.

Term of Existence

The corporation shall have perpetual existence.

ARTICLE III.

Purposes; restrictions

A. Subject to the restrictions set forth in paragraph (b), the corporation is organized exclusively for, and will be operated exclusively for, charitable, educational and/or scientific purposes, including the following:

Prepared by:
Thomas J. Ellwanger, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 191857

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1. To provide financial, educational and other community support to ensure that health and social services are made available to children residing in Hillsborough County, Florida, and adjacent communities.

2. To raise funds from private and public sector organizations to meet state and federal local matching fund requirements associated with the operation of the Kids Health Care Foundation.

3. To coordinate the provision of health and social services for children with various public and private agencies and programs.

4. To provide a forum for the dissemination of information about health and social services for children in Hillsborough County, Florida, and adjacent communities.

The corporation may further be operated for any other lawful purpose allowed a not-for-profit corporation under Florida law. This corporation shall receive and administer funds of real and/or personal property and apply such property, as well as the income it produces, exclusively for scientific, educational, and/or charitable purposes, either directly or by contributions to organization that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

B. Despite any contrary provision of these Articles:

1. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, affecting one or more of its purposes).

2. The corporation shall not be organized or operated for the benefit of private interests.

3. No member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

4. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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5. The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

6. Despite any other provision of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE IV.

Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE V.

Members

A. The corporation shall have one class of members.

B. The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the corporation.

ARTICLE VI.

Directors

A. All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

B. The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

- (1) Jay Wolfson
804 Eveningside Court
Tampa, Florida 33613

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- (2) Trevor G. Smith
4234 Fairway Circle
Tampa, Florida 33624
- (3) Mary Ellen Gillette
1202 E. Palm Avenue
Tampa, Florida 33605
- (4) Douglas Holt
1105 E. Kennedy Blvd.
Tampa, Florida 33602

C. The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

ARTICLE VII

Bylaws

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE VIII

Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

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ARTICLE IX.

Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

ARTICLE X.

Registered Office and Registered Agent

A. The street address of the corporation's initial registered office is 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602.

B. The name of the corporation's initial registered agent at that address is Thomas J. Ellwanger.

ARTICLE XI.

Incorporator

The name and address of the incorporator of the corporation is as follows:

Thomas J. Ellwanger
501 E. Kennedy Blvd., Suite 1700
Tampa, Florida 33602

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 19th day of June, 1998.



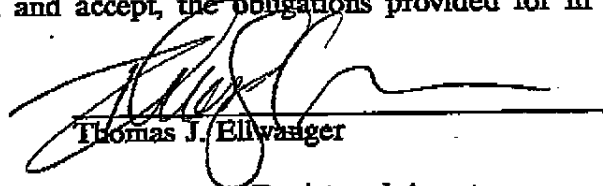
Thomas J. Ellwanger

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CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.



Thomas J. Ellwanger
Registered Agent

Date: June 19, 1998

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