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N98000003776

June 8, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-06/10/98--01038--003
*****78.75 *****78.75

RE: KIDZ 2000, INC.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for KIDZ 2000, INC. Also, enclosed please find our check in the amount of SEVENTY EIGHT AND 75/100 DOLLARS (\$78.75) made payable to the Secretary of State for filing fees of the above mentioned corporation.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,


David M. Glassberg

DMG/bac
enclosures

FILED
98 JUN 26 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-13526

m 6/26/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1998

GLASSBERG & GLASSBER, P.A.
1570 MADRUGA AVENUE
SUITE 211
CORAL GABLES, FL 33146

SUBJECT: KIDZ 2000, INC.
Ref. Number: W98000013526

We have received your document for KIDZ 2000, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 198A00032922

ARTICLES OF INCORPORATION
OF FLORIDA NON-PROFIT CORPORATION
FOR
KIDZ 2000 & BEYOND, INC.

FILED
98 JUN 26 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation is: KIDZ 2000 & BEYOND, INC. (the "Corporation") The principal office of this Corporation is c/o TANYA GULLICK, 1140 100th Street, Miami, Florida 33154. The mailing address of this Corporation is c/o TANYA GULLICK, 1140 100th Street, Miami, Florida 33154.

ARTICLE II

PURPOSES

The general nature of the objects and purposes of this corporation shall be:

1. To work in conjunction with the National Committee for the Prevention of Child Abuse and Child Health USA, the purpose of which is to increase the awareness of the increasing problem of child abuse.
2. To take steps to prevent child abuse.

3. To formulate a 24-hour access for help for the victims of child abuse.

4. To create and hold an Annual Music Telethon Marathon, the purpose of which is to fundamentally affect the values of future generations.

5. To create a national media presence that will increase public awareness of child abuse, including an Internet availability.

6. To reduce the ever-increasing problem of child abuse.

7. To involve every member of this Corporation in its activities.

8. To encourage collaborative solutions with each member and organization that becomes involved with the Corporation.

9. To promote awareness of the steps that people, in particular children, can take to receive help against child abuse. This shall include a very strong awareness campaign involving substantial and dramatic advertising on television and in schools, including the promotion of a global 1-800 telephone number and an Internet Web page address.

10. To do any and all things for the purpose of carrying out the purposes, work and mission of this Corporation wherein services, aid and assistance to abused children may be accomplished or affected.

11. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation

shall require for the benefit of the members and not for pecuniary profit.

12. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance or such causes and objects or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts or donations of property, real, personal or mixed, designated by the donors for causes or objects hereinabove mentioned, or any or either of them.

13. The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3), and to obtain contributions and/or gifts which are deductible pursuant to Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that code. To the end of the foregoing objectives and purposes and any related religious and charitable purposes that may be carried out, performed and accomplished, this non-profit corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, charitable, literary and educational purposes.

14. The purposes for which this corporation is formed are purely religious, charitable, literary or educational and not for financial gain, and no financial gain shall ever accrue to any member of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the trustees to carry out the purpose(s) of this corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

15. The foregoing purposes shall be construed as both objects and powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

QUALIFICATION OF MEMBERS

The membership of this Corporation shall consist of all persons hereinafter named as incorporators to these Articles of Incorporation and all persons who shall meet the following qualifications for membership and who shall be admitted, in the following manner:

1. In order to qualify for membership in this corporation, a prospective member must promote the awareness of child abuse and/or take steps to help its victims and promote the prevention of child abuse.

2. The Board of Directors shall determine whether any applicant for membership meets the foregoing qualifications,

and, if so, the applicant shall be admitted to membership in this Corporation.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS AND INITIAL DIRECTORS

The names and addresses of the subscribers and initial Board of Directors are:

<u>Name</u>	<u>Address</u>
TANYA GULLICK	1140 100 th Street Miami, Florida 33154
ELLEN NEWBURGER REED	1140 100 th Street Miami, Florida 33154
PERRY SIMOWITZ	1140 100 th Street Miami, Florida 33154

B. **Corporate Officers.** The Board of Directors shall elect to 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 first annual meeting of the Board of Directors, until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: TANYA GULLICK	1140 100 th Street Miami, Florida 33154
Vice-President: PERRY SIMOWITZ	1140 100 th Street Miami, Florida 33154
Vice-President: ELLEN NEWBURGER REED	1140 100 th Street Miami, Florida 33154
Secretary: ELLEN NEWBURGER REED	1140 100 th Street Miami, Florida 33154
Treasurer: TANYA GULLICK	1140 100 th Street Miami, Florida 33154
Asst. Treasurer: ELLEN NEWBURGER REED	1140 100 th Street Miami, Florida 33154

BOARD OF DIRECTORS

The management and control of the corporation shall be vested in the Board of Directors whose number, powers, function, jurisdiction, duties and responsibilities shall be as follows:

1. Number of Directors: There shall not be less than three (3) Directors. The Directors shall have the power to elect additional Directors. The minimum number of Directors may be increased in accordance with the needs of the corporation as determined from time to time by the Board of Directors.

2. Initial Directors: The initial Directors, as set forth in Article V, hereof, shall be deemed to have been set in office as of the time these Articles are approved and filed by the Secretary of State of the State of Florida. These Directors shall serve until the next annual election of Directors and until their successors shall have qualified or until their earlier resignation, removal or death.

3. Vacancy in Board of Directors: In the event there is a vacancy on the Board of Directors prior to the annual election, whether caused by resignation, removal, death or expansion of the Board, or termination of membership as hereinafter provided, the Directors then serving shall suggest to the membership of the corporation the names of the members to be qualified to serve. If there is no unresolved objection on the part of the membership the member(s) so suggested shall be set in office as the Director(s); but if there is an unresolved objection, the Board of Directors shall suggest another name(s) and the process shall continue until the vacancy or vacancies shall have been filled.

4. Annual Meeting: At the annual meeting of Directors and members, which shall be held at 8:00 o'clock p.m. on the first Monday in December of each year, at such a place as the Board of Directors may designate from time to time resolution, the Directors then serving shall suggest to the membership of the corporation the name of a members (who may be a Director presently serving) deemed to be qualified to serve as a Director for the ensuing year. If there be no unresolved objection on the part of the membership, the member so suggested shall be set in office as a Director; but if there be an unresolved objection, the Directors then serving shall suggest another name(s) and the process shall continue until all positions in the Board of Directors have been filled.

5. Voting: Except as required by law, the voting power of this corporation shall be vested only in the Board of Directors. The actions of the Board of Directors including, but no limited to,

the removal of a Board member for cause, shall be with the concurrence of at least two-thirds vote of the members constituting the Board of Directors. The Directors may, at their discretion, request the membership to vote in such matters as in the judgment of the Directors shall be to the best interest of the corporation but membership voting shall not be required and it shall not be mandatory, except to vote on such matters as required by law.

6. Membership Voting: Special meetings of members and/or directors may be called as provided by Florida law, for purposes not inconsistent with law, these Articles or the By-Laws of the corporation. The affirmative vote of two-thirds of the membership represented at such meeting or the annual meeting shall constitute the act of the members. Notice of meeting may be waived and actions of members may be taken without a meeting in accordance with the procedures established by law and referred to under Section 617.041(1), Florida Statutes.

7. Corporate Powers: All corporate powers shall be exercised by or under the authority of and the management of the corporation in all of its affairs, both spiritual and secular, shall be vested solely in the Directors without limitation, except as may be limited by law, these Articles or the By-Laws of the corporation.

8. Membership: The Board of Directors shall be responsible for the maintenance of scriptural discipline within the corporation and its membership as well as the maintenance of membership standards. In the event the Board of Directors after due examination shall decide that a member no longer fulfills the

requirements for membership, his or her membership shall be terminated and he or she shall be properly notified. Any decision of the Board of Directors shall be final and not subject to appeal to any higher ministry or other body.

ARTICLE VIII

BYLAWS

1. The Board of Directors of this corporation may provide such bylaws of the conduct of this business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice the bylaws may be made, altered, or rescinded upon a two-thirds (2/3) vote of the members present at any regularly scheduled business meeting of the corporation.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended or changed by a 2/3 vote of the voting membership of this corporation who are in attendance at any regular or special business meeting called for that purpose, provided due notice of such proposed changes shall have been made at least two weeks preceding the time of such meeting.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

1. The county in the State of Florida where the principal office for the transaction of the business of this Corporation is to be located at:

ELLEN NEWBURGER REED
1140 100th Street
Miami, Florida 33154

2. The name and business address of this Corporation's registered agent is:

ELLEN NEWBURGER REED
1140 100th Street
Miami, FL 33154

ARTICLE XI

NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of any individual or member.

ARTICLE XII

POWERS

To the end that the foregoing purposes and any other related religious and charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said religious and charitable purposes, this Corporation shall have the power to:

1. Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf through such persons or agents as it may determine or select from time to time by

majority action of the Board of Directors; to receive donations, gifts, and endowments, and to administer the same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for religious, educational and charitable purposes and not for pecuniary profit of the members.

2. Formulate and adopt bylaws and to alter and rescind the same, provided, however, that said bylaws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.

3. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

4. Notwithstanding anything contained herein to the contrary, the powers of this Corporation are expressly limited to those of any organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII

MEETINGS

1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

2. The corporation may provide in its bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of such meetings.

3. The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the bylaws.

ARTICLE XIV

DISTRIBUTION OF ASSETS UPON DISSOLUTION

This Corporation may dissolved only pursuant to the agreement of two-thirds of the Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the Corporation, dispose of all of 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 religious, charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida if Dade County is then the location of the principal office of the corporation, or by Circuit Court (or equivalent thereof) of 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious and charitable 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, except for reasonable compensation for services actually rendered.

ARTICLE XVI

SELF-DEALING

Any other provision hereof to the contrary notwithstanding, the corporate income for each taxable year must be distributed at such time and in such manner as not to subject the Corporation to tax under Internal Revenue Code Section 4943(c), from making any investments in such manner as to subject the corporation to tax under said Internal Revenue Code Section 4944, and from making any taxable expenditures (as defined in said Internal Revenue Code Section 4945(d)).

ARTICLE XVII

DEDICATION OF ASSETS

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

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

This certificate is submitted in compliance with Florida Statutes Sections 607.0501 or 617.0501, KIDZ 2000 & BEYOND, INC., desiring to incorporate under the Laws of the State of Florida with its principal office in the City of Miami, County of Dade, State of Florida, as indicated in its Articles of Incorporation, has appointed ELLEN NEWBURGER REED, 1140 100th Street, Miami, Florida 33154 to accept service of process upon the above-stated corporation in the State of Florida.

ACKNOWLEDGMENT

Having been appointed Registered Agent to accept Service of Process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in said capacity, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and hereby accept the obligations of my position as resident agent.

By: x 
ELLEN NEWBURGER REED, Registered Agent

FILED
98 JUN 26 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA