

KOPELOWITZ, SAAVEDRA & PELOSI

HARVEY G. KOPELOWITZ**
DAMASO W. SAAVEDRA*
NANCY D. PELOSI**
AARON B. ANDERSON**
ADAM J. YOUNG**

An Association of Professional Associations
312 Southeast 17th Street, Second Floor
Fort Lauderdale, Florida 33316
(954) 767-6333
FACSIMILE (954) 767-8111

OF COUNSEL
MARIO THOMAS GABOURY***
MORNA A. MURRAY**
JOSEPH GREIF****

N98000003808

- MEMBER OF THE FLORIDA, VIRGINIA, CONNECTICUT, AND WASHINGTON D.C. BAR
- ** MEMBER OF THE FLORIDA BAR
- *** MEMBER OF THE CONNECTICUT BAR
- **** MEMBER OF THE WASHINGTON D.C., AND NEW YORK BAR

Washington D.C. Office:
Suite 722, Colonial Plaza I
2111 Wilson Boulevard
Arlington, VA 22201
Telephone (703) 351-5004
Facsimile (703) 528-3724

June 26, 1998

Ms. Beth Register
Department of State, Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

BY FEDERAL EXPRESS

EFFECTIVE DATE
6-30-98

RE: ARTICLES OF INCORPORATION
OF

KIDS IN DISTRESS FOUNDATION, INC.

600002574986--6
-06/29/98--01011--023
*****70.00 *****70.00

Dear Ms. Register:

We enclose for your filing the Articles of Incorporation for a new corporation named *Kids In Distress Foundation, Inc.*, along with our \$70 check for the required filing fee and the fee for designation of registered agent.

Thank you for your help when we called regarding procedures to file these Articles *with a corporate organization date of 6/30/98*. As you suggested, we provided language in the Articles stating that the *corporation's existence will commence on that day* (Article VIII, Section 4).

Please send the original Certificate of Incorporation to me at the above address at your earliest convenience. On behalf of our client and the abused and neglected children who will benefit from this Foundation's activities, we thank you for your continued cooperation.

Sincerely yours,


Joseph Greif

- Enclosures: 1. Original and one copy of Articles of Incorporation
2. Check for \$70 for two fees

Copy (with Enclosure 1 only) to: Mr. Thomas Tomczyk, Kids In Distress Foundation, Inc.

FILED
98 JUN 29 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-30-98

FILED
98 JUN 29 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

KIDS IN DISTRESS FOUNDATION, INC.

The undersigned incorporator adopts these Articles of Incorporation to form a corporation under Florida Statutes, Chapter 617, Not For Profit Corporation Act.

ARTICLE I--NAME

The Corporation's name is *Kids In Distress Foundation, Inc.*

ARTICLE II--PRINCIPAL OFFICE

The Corporation's principal place of business and mailing address is 819 Northeast 26th Street, Fort Lauderdale, FL 33305.

ARTICLE III--PURPOSES

The Corporation is organized to conduct exclusively charitable and educational activities permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code ("the Code"), and to support charitable purposes and programs of Kids In Distress, Inc. ("KID"), an organization exempt from federal income tax under Section 501(c)(3) that serves educational, emotional, and medical needs of neglected and abused children in Broward County, Florida. These purposes include without limitation to:

- A. Promote development of treatment centers and programs for abused and neglected children.
- B. Generate services encouraging program development in foster care, crisis shelter environments, therapeutic preschool, and outpatient care.
- C. Promote replicable program models that develop solutions and effective outcomes for children treated for sexual and physical abuse.
- D. Facilitate delivering a broad range of social service activities to abused and neglected children.
- E. Lessen the burdens of government by supplemental funding of services requested by Florida courts and funded by Florida government agencies, for shelter, education, and counseling of abused and neglected children.

- F. Invest financial reserves to maximize accomplishment of charitable goals.
- G. Own and operate real estate used for charitable purposes.
- H. Solicit public contributions for charitable purposes.
- I. Distribute funds to KID in furtherance of charitable purposes.
- J. Conduct other activities that help accomplish a purpose of the Corporation, or enhance the value of its property, business or rights.
- K. Exercise all the Corporation's powers and rights in Florida, other states and territories of the United States, and the District of Columbia.

ARTICLE IV--BOARD OF DIRECTORS

The Board of Directors shall govern the Corporation as set forth in the Corporation's Bylaws. The Bylaws shall also set forth the method of electing directors.

Any Board of Director action amending the Articles of Incorporation or Bylaws, or affecting the Corporation's ownership of real estate (purchase, sale, lease, or financing) or legal status (merger or dissolution), shall become effective only if ratified by KID's Board of Directors.

ARTICLE V--TAX STATUS

No part of Corporation net earnings will inure to the benefit of or be distributable to directors, officers, or other private persons. However, the Corporation may pay reasonable compensation for services and reimburse reasonable expenses for Corporation purposes.

No substantial part of Corporation activities will be carrying on propaganda or otherwise attempting to influence legislation.

The Corporation will not participate or intervene in (including publishing or distributing statements) a political campaign supporting or opposing a candidate for public office.

Despite any other provision of these Articles, the Corporation will not conduct an activity not permitted by a corporation exempt from federal income tax under Section 501(c)(3) or contributions to which are deductible under Section 170(c)(2) or other Sections of the Code.

The Corporation shall always be operated, supervised, or controlled by or in connection with KID. Other than KID, the Corporation shall not be controlled directly or indirectly by one or more "substantial contributors" or other "disqualified persons" other than "foundation managers" as those terms are defined in Section 4946 of the Code.

ARTICLE VI--DISSOLUTION

Upon the Corporation's dissolution, it shall distribute its assets to KID or to KID's legal successor for charitable, tax-exempt purposes within the meaning of Sections 501(c)(3), 170(c), 2055(a) and 2522(a) of the Code. If KID is not then a tax-exempt organization described in Section 501(c)(3) of the Code, then the Corporation shall distribute its assets to other organizations which are so described. If the Corporation fails to do so, then a court of competent jurisdiction in Broward County, Florida shall distribute the Corporation's assets exclusively for the tax-exempt purpose of helping abused or neglected children, or to organizations the Court determines to be organized and operated exclusively for such purposes.

ARTICLE VII--AMENDMENT

The Corporation may amend these Articles of Incorporation at a meeting of the Board of Directors by a majority vote of Directors then in office. Such amendments shall become effective only if ratified by KID's Board of Directors.

ARTICLE VIII--MISCELLANEOUS

Section 1: The Corporation will not have members or capital stock.

Section 2: The name and Florida street address of the Corporation's initial registered agent are: Thomas J. Tomczyk, a Florida resident whose business office is identical to the Corporation's registered office, 819 Northeast 26th Street, Fort Lauderdale, FL 33305.

Section 3: The name and address of the sole incorporator is Thomas J. Tomczyk, 819 Northeast 26th Street, Fort Lauderdale, FL 33305.

Section 4: The Corporation's existence shall commence on June 30, 1998.

Section 5: The duration of the Corporation is perpetual.

Thomas J. Tomczyk
Signature: Thomas J. Tomczyk, Incorporator

6/25/98
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas J. Tomczyk
Signature: Thomas J. Tomczyk, Registered Agent

6/25/98
Date

FILED
98 JUN 29 PM 3:47
CLERK OF STATE
TALLAHASSEE, FLORIDA