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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RUDNICK & WOLFE  
CONTACT: JUDITH E COVEY  
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ACCT#: 076424002364

FAX #: (813)229-1447

NAME: KIDS KOMMITTEE, INC.

AUDIT NUMBER.....H98000005566

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*me 3/23/98*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 18, 1998

KIDS KOMMITTEE, INC.  
400 GULF BLVD.  
BELLEAIR SHORES, FL 33786

SUBJECT: KIDS KOMMITTEE, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P98000026844) corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N98000006540 with the original file date of March 23, 1998.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,  
Beth Register  
Corporate Specialist Supervisor  
New Filings Section

Letter number: 098A00055406

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ARTICLES OF INCORPORATION  
OF  
KIDS KOMMITTEE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is **Kids Kommittee, Inc.**

II.

Term of Existence

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

III.

Dissolution

Upon dissolution of this Corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed to entities qualifying under Section 507(b)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), or to the State of Florida, subject always to the provisions of these Articles and to the specific condition that none of the net assets of the Corporation will be distributed to or for the benefit of any member, officer or director of the Corporation or to any other individual; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

Prepared by: Andrew L. McIntosh  
Florida Bar No. 0881041  
Rudnick & Wolfe  
101 East Kennedy Blvd., Suite 2000  
Tampa, Florida 33602  
(813) 229-2111

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**IV.**  
**Principal Office**

The principal office and mailing address of the Corporation is 400 Gulf Boulevard, Belleair Shores, Florida 33786.

**V.**  
**Purposes**

The purposes for which the Corporation is formed are to provide financial assistance to economically under-privileged children residing in the Tampa Bay area so that they may pursue educational objectives, and any and all lawful other business not inconsistent with the provisions set forth in Article VI below.

**VI.**  
**Limitation on Activities**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director or officer of the Corporation, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation qualifying under Section 507(b)(1)(A) of the Code and specified in Article III above. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. Further, notwithstanding anything to the contrary in these Articles of Incorporation, each taxable year the Corporation shall distribute its income at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code. In addition, the Corporation shall not (i) engage in any act of self-dealing (as such term is defined in Section 4941(d) of the Code), (ii) retain any excess business holdings (as defined in Section 4943(c) of the Code), (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944, or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

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**VII.**  
**Directors**

The Corporation will have 3 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Arthur Rutenberg	400 Gulf Boulevard Belleair Shores, Florida 33786
Jane B. Rutenberg	400 Gulf Boulevard Belleair Shores, Florida 33786
Robert O. Bauer, Jr.	1550 S. Highland Avenue Clearwater, Florida 33756

**VIII.**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

**IX.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

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**XI.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 23, 1998.

  
David A. Beyer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 23, 1998.

  
David A. Beyer

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TALLAHASSEE, FLORIDA