

N990000001655

CROMWELL, PFAFFENBERGER, BARNER, GRIFFIN & COLTON, P.A.

631 U.S. HIGHWAY ONE - SUITE 410

P.O. BOX 14036

NORTH PALM BEACH, FLORIDA 33408

W.J. PFAFFENBERGER
FREEMAN W. BARNER, JR., P.A.
LAWRENCE C. GRIFFIN
SCOTT M. COLTON

TELEPHONE (561) 863-8300

TELEFAX (561) 863-5133

OF COUNSEL

ROBERT F. CROMWELL

March 9, 1999

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

200002802152--3

-03/11/99-01044-004

****122.50 *****78.75

Re: Videos for Kids, Inc.

Dear Sir or Madam:

Enclosed are the original and copy of the Articles of Incorporation for the above-named corporation Not for Profit, together with our firm's check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>
Total	\$122.50

Please file the original Articles of Incorporation and return the certified copy to my attention at the above address. A stamped return envelope is enclosed for your convenience.

Thank you for your assistance in this matter.

Very truly yours,

Scott M. Colton

SMC:mds

Enclosures

99 MAR 11 AM 9:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

629

**ARTICLES OF INCORPORATION
OF**

**VIDEOS FOR KIDS, INC.
(A Not For Profit Corporation)**

FILED
99 MAR 11 AM 9:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as sole incorporator under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for **VIDEOS FOR KIDS, INC.**

1. The name of the corporation shall be **VIDEOS FOR KIDS, INC.**

2. The corporation shall have perpetual existence.

3. The purposes for which **VIDEOS FOR KIDS, INC.**, is organized is exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal revenue Law.

4. The purpose of the corporation is to gather financial support necessary to receive, obtain, and purchase G-rated videos to be used for the entertainment of children in hospitals, rehabilitation centers, and other medical facilities. The corporation is not for profit and no part of the corporation's net earnings may inure to the benefit of, or be distributable to its members, officers 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 of this corporation. No substantial part of the corporation's activities may consist of carrying on propaganda, or otherwise attempting to influence legislation. The 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.

5. The qualifications for members and the manner of their admission shall be regulated by the By-Laws.

6. The corporation's principal office and initial registered office is located at 3300 PGA Boulevard, Suite 200, Palm Beach Gardens, Florida 33410.

7. The name of the corporation's registered agent at this address is Tove M. Clingman.

8. The number of directors constituting the initial board of directors are eight and their names and addresses are:

TOVE M. CLINGMAN	22312 Calibre Court, Apt. 1110 Boca Raton, Florida 33433
JOHN M. CORPORAL	920 Ninth Way West Palm Beach, Florida 33407
MATTHEW CURRAN	406 Lakewood Court, Apt. 4B Jupiter, Florida 33458
BRENDA McHUGH	221 North M Street Lake Worth, Florida 33460
JOSHUA MINTZ	7031 N.W. Turtlewalk Boca Raton, Florida 33487

DAVID MORGAN	233 Charter Way West Palm Beach, Florida 33407
STACEY TOWERS	6454 Foster Street Palm Beach Gardens, Florida 33418
CARRIE WEISSMAN	402 Fourth Terrace Palm Beach Gardens, Florida 33418

9. The name and address of the incorporator is:

TOVE M. CLINGMAN	3300 PGA Boulevard, Suite 200 Palm Beach Gardens, FL 33410
------------------	---

10. On the dissolution of this corporation the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes. No private individual shall share in the distribution of any corporate assets upon dissolution of the corporation.

This corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided under §504 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

This corporation shall not merge or consolidate with any corporation which is not an exempt organization as defined under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

Executed at Palm Beach Gardens, Florida on March 3rd, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of March, 1999.


TOVE M. CLINGMAN
Incorporator

Tove M. Clingman is personally known
to me.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized in the State and County aforesaid, personally appeared TOVE M. CLINGMAN, who is personally known to me and who is known to be the person who executed the foregoing Articles of Incorporation of VIDEOS FOR KIDS, INC., as Incorporator.

WITNESS my hand and official seal in the County and State last aforesaid this 3 day of March, 1999.

Stacey P. Towers
Notary Public, State of Florida at Large
Stacey P. Towers
(Print or type name of Notary)

My commission expires: Aug 15, 2000



Acceptance of Registered Agent

I, TOVE M. CLINGMAN, hereby accept the above designation as registered agent of VIDEOS FOR KIDS, INC.

Tove M. Clingman
TOVE M. CLINGMAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me on March 3, 1999, by TOVE M. CLINGMAN, who is personally known to me.

Stacey P. Towers
Notary Public
My commission expires: Aug 15, 2000

Tove M. Clingman is personally known to me Stacey Towers.

