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KATHLEEN L. CROTTY
MARLA J. WINSLEY
MICHAEL D. CROTTY

April 27, 1999

N 99000002745

Katherine Harris, Secretary
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: CARING FOR KIDS FOUNDATION, INC.

Dear Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named corporation. After filing, please return a **stamped** copy of the Articles of Incorporation to the undersigned at the above address. Also enclosed please find our firm's check in the amount of \$122.50 to cover the cost of the filing fee and the cost of one certified copy.

Thank you in advance for your prompt attention to this matter. If you should have any questions, please feel free to contact the undersigned.

Sincerely,



Michael D. Crotty

MDC/aw
enclosures
CC: Rob Tuttle
Mark Edwards

FILED
99 APR 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SHARON

MAY 4 - 1999

ARTICLES OF INCORPORATION

OF

CARING FOR KIDS FOUNDATION, INC.

FILED
99 APR 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming not-for-profit corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be CARING FOR KIDS FOUNDATION, INC., hereinafter referred to as the "Corporation".

ARTICLE II
DURATION

The Corporation shall have perpetual existence unless terminated or dissolved pursuant to the provisions of the Bylaws. In the event of termination or dissolution of the Corporation, Article X shall govern the distribution of assets of the Corporation.

ARTICLE III
PURPOSES

The Corporation is organized under the provisions of Chapter 617, Florida Statutes, relating to corporations not for profit, for the following charitable, educational and scientific purposes:

(a) To assist and positively impacting other organizations who assist children.

(b) To solicit and receive funds, gifts, endowments, donations, devises, bequests, and donate monies to other children's charities and children's cause related organizations.

The Corporation is organized exclusively for charitable, educational, and scientific purposes, as a not-for-profit corporation, within the meaning of Section 501, of the Internal Revenue Code of 1986, as amended (the "Code"), and its activities shall be conducted for such purposes in such a manner that no part its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation while exercising any one or more powers shall do so in furtherance of the charitable, educational and scientific purposes for which it has been organized as described in Section 501 of the Code. All of the assets and earnings of the Corporation shall be used exclusively for the charitable, educational and scientific purposes herein above set forth, including the payment of expenses incidental thereto, and all of the powers of the Corporation shall be exercised exclusively for such purposes. No part of the Corporations activities shall enure to the benefit of any individual and no substantial part of

its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The Corporation shall not on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 of the Code, or any organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE IV **MEMBERSHIP**

The qualifications for members of the Corporation and the manner of their admission to the Corporation shall be as regulated by the Bylaws of the Corporation.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of the Corporation shall be 9 Sunshine Blvd., Ormond Beach, Florida 32174 and the name and address of the registered agent of the Corporation is Robert Tuttle 9 Sunshine Blvd., Ormond Beach, Florida 32174. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida or designate a new registered agent. The principal address shall be the same as the registered office address.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of two (2) persons. The following persons shall constitute the initial Board of Directors and shall serve until their successors are elected or appointed:

<u>NAME</u>	<u>ADDRESS</u>
Rob Tuttle	9 Sunshine Blvd. Ormond Beach, Florida 32174
Mark Edwards	9 Sunshine Blvd. Ormond Beach, Florida 32174.

The number of directors may be increased or decreased as provided in the Bylaws of the Corporation. The method of election of directors shall be stated in the Bylaws of the Corporation. The terms of the office of each director and the manner of their election or appointment shall be as specified in the Bylaws of the Corporation.

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

ARTICLE VII
INCORPORATORS

The names and residences of the incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rob Tuttle	9 Sunshine Blvd. Ormond Beach, Florida 32174
Mark Edwards	9 Sunshine Blvd. Ormond Beach, Florida 32174

ARTICLE VIII
ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation and may from time to time modify, alter, amend or rescind the same by a majority vote of the members of the Board of Directors present at any regular or special meeting at which a majority of Directors is present, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal was taken. This fifteen (15) day notice requirement may be waived in writing by any Director. Alternatively, if the members of the Board of Directors unanimously sign a written statement or statements manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

ARTICLE IX
AMENDMENTS TO THE ARTICLES OF INCORPORATION.

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation. Such amendment may be proposed by any voting Director but such proposal shall be adopted only upon a majority vote of the members of the Board. Such amendment, however, shall not be valid or effect unless a copy of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal was taken. This fifteen (15) day notice requirement may be waived in writing by any Director. Alternatively, if the members of the Board of Directors unanimously sign a written statement or statements manifesting their intention that the amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

ARTICLE X
DISSOLUTION

Upon dissolution of the corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to another entity selected by the Corporation's Board of Directors which is exempt from tax as a charitable or educational

organization under Section 501(c)(3), of the Internal Revenue Code. Said remaining assets shall be distributed to be used exclusively for a public purpose, and none of the assets will be distributed upon such termination to any members, officers or directors of the Corporation.

IN WITNESS WHEREOF, we do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts set forth herein are true, and we accordingly set our hands and seals at Daytona Beach, Florida on the dates indicated below.

DATE:

4/27/99



ROBERT TUTTLE

DATE:

4/27/99



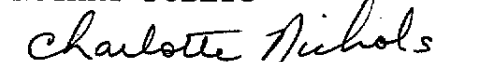
MARK EDWARDS

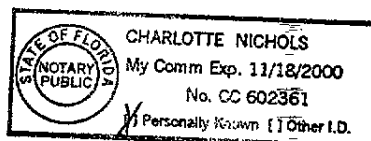
STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that non this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, ROBERT TUTTLE and MARK EDWARDS, each of whom is personally known to me to be the persons described in the above executed Articles of Incorporation, and who executed these Articles of Incorporation under oath, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal at Daytona Beach, Volusia County, Florida this 27th day of APRIL, 1999.

NOTARY PUBLIC


State of Florida at Large
My Commission Expires:



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

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

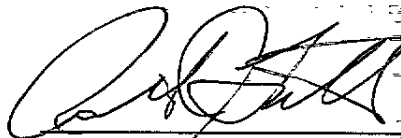
CARING FOR KIDS FOUNDATION, INC.

is a corporation existing under the laws of the State of Florida with its principal office at the City of Daytona Beach, County of Volusia, State of Florida, and has designated Robert Tuttle located at 9 Sunshine Blvd., Ormond Beach, Florida 32174 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said principal office.

Dated this 27th day of April, 1999.



Registered Agent

FILED
99 APR 30 PM 3:17
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT