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KIDZ R US
Foundation Inc.
NP9000003215

Secretary of State
Corporation Records Bureau
P O Box 6327
Tallahassee, FL 32314

400002881014
-05/20/99--01094--001
*****70.00 ****

To Whom It may concern;
Enclosed are two original copies of
articles of incorporation for the
Non-Profit Corporation of:

Kidz R US Foundation, Inc.

Enclosed please find a check in the
amount of \$70 to cover the filing fee
of \$35.00 and the Registered Agent
designation fee of \$35.00

If you have any questions please
contact me at the numbers below.

Thank you for your help!

Sincerely,

Suzanne Fentason

H. 561/968-4444

O. 561/582-5129

cell phone 954/242-8822

* mail articles
to:

Suzanne Fentason
10670 Rush Fork Rd
Clyde, NC 28721

Suzanne SAVE

AUTHORIZATION BY PHONE TO

CORRECT add principal office

DATE 5/25/99

DOC EXAM

2589

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ARTICLES OF INCORPORATION

OF

KIDZ R US FOUNDATION, INC.

Non Profit Corporation

FILED
99 MAY 20 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned for the purpose of forming a corporation under and pursuant to Chapter 617 of the Laws of the State of Florida, do hereby associate as a body corporate and adopt the following Articles of Incorporation.

Article I

The name of this Corporation shall be:

Kidz R Us Foundation, Inc.
365 JOG ROAD, WEST PALM BEACH, FL 33436

Article II

The purpose of this Corporation is:

1. A. Kidz R Us Foundation, Inc. exists to provide for the physical, emotional, spiritual and educational needs of under privileged children throughout the world, particularly in Eastern Europe.
- B. To provide for the basic necessities of life for children in the form of a nutritional program and clothing, in particular clothing that will offer protection from the severe cold of winter.
- C. To develop curriculum and establish schools for under privileged children. The focus will be on areas of the world where no formal means of education exist, where children neither read nor write.
- D. To provide hygiene and sanitation facilities along with hygiene education. This would include providing potable water within a reasonable distance of the village.
- E. To develop medical teams and clinics for children of villages where no medical care exists. Obtaining medical equipment, medicines and doctors for children's hospitals and orphanages. As and when appropriate, to coordinate with other agencies and medical facilities to treat children who need more acute care.
- F. To develop vocational education opportunities for children and their families where no such training is available. Equipping families to be self sufficient and improve their general well being and happiness. Training can include, but not be limited to, agriculture, animal husbandry, manufacturing or any other viable and appropriate form of business.

- G. To implement a monthly Adopt A Child program for under privileged children. The support from this project will help to provide education, clothing, food, or any aspect of improving the health, life and well being of the children.
 - H. The foundation will continue to find new avenues of providing for the needs of children as these needs surface. Some of these can and could include: orphanages, housing for street children and care of abandoned children.
- 2. Except as otherwise limited herein, the Corporation shall have all powers necessary and convenient to effect or transact any or all of the business or purposes for which the Corporation is organized and shall likewise have the powers provided by the Florida Nonprofit Corporation Act.
 - 3. The Corporation is organized exclusively for charitable, religious, educational and literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Service Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law), and qualified foreign mission organizations.
 - 4. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its directors, officers or other private persons; no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private person, except 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 set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article III

The duration of the Corporation shall be perpetual.

Article IV

The location and post office address of this Corporation's registered office and the name of the registered agent at such in the State of Florida is:

Von Mason 365 Jog Road West Palm Beach, FL 33415

Article V

The name and address of the incorporator of the Corporation is:

Frederick D. Shipman 1714 Banyan Creek Court Boynton Beach, FL 33436

Article VI

Members: The membership of this Corporation shall consist of those persons hereinafter named as the initial Board of Directors.

The management, conduct and control of the business of the Corporation shall be vested in a Board of Directors, consisting of not less than three members and not more than a maximum number as provided for in the Bylaws of this Corporation. The qualifications, term of office, method of election with cumulative voting specifically prohibited, powers, authority and duties of the Directors of this Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation. The Board of Directors shall have the right to amend, supplement or otherwise alter these Articles or the Bylaws of this Corporation by majority vote of those present at any duly noticed meeting of the Board of Directors, subject only to the limitations now provided by the laws of the State of Florida.

The Directors constituting the first Board of Directors of the Corporation shall be seven (7) and the tenure in office of such first Board shall be as long as practicable or until successors are elected and qualified at the first annual meeting. The name and address of each first Director is:

Frederick Shipman 1714 Banyan Creek Court
Director/President Boynton Beach, FL 33436

John D. Fenlason 10670 Rush Fork Road
Director/Vice President Clyde, NC 28721

Deborah E. Shipman 1714 Banyan Creek Court
Director/Secretary Boynton Beach, FL 33436

Ed Campany 1170 Hatteras Circle
Director/Treasurer Greenacres City, FL 33413

Märk Simpson
Director

1464 Breakers West Blvd.
West Palm Beach, FL 33411

Curtis Mock
Director

5330 Mendoza Street
West Palm Beach, FL 33415

Suzanne Fenlason
Director

10670 Rush Fork Road
Clyde, NC 28721

Article VII

Neither its Board of Directors, its Incorporators, or its members, if any, shall be personally liable for any of the corporate obligations incurred by the Corporation.

Article VIII

This Corporation is not authorized to issue and shall not have any capital stock, non-stock basis.

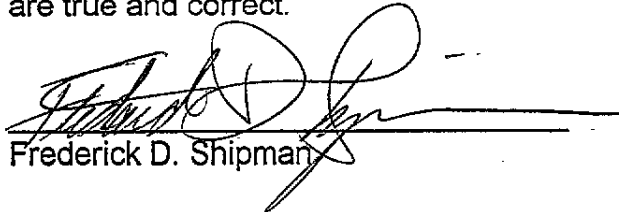
Article IX

The authorized number and qualifications of its members, if any, the different classes of membership, voting and other rights and privileges, shall be set forth in the Bylaws of said Corporation.

Article X

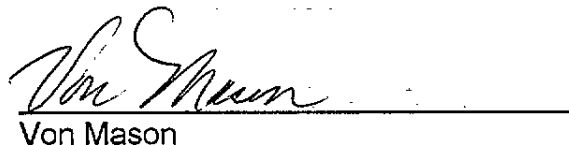
Upon Dissolution of the Corporation, the Board shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine and no assets shall be transferred to or in any respect whatsoever inure to any member of this Corporation or director of this Corporation. Notwithstanding anything apparently or expressly to the contrary herein above contained in this Article, if any assets are then held by this Corporation in trust or upon condition of subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of this Corporation, such assets shall revert or be returned, transferred or conveyed in accordance with the terms and provisions of such trust, condition or limitation.

THE UNDERSIGNED, as subscribing incorporator, have hereunto set my hand and seal on the 21st day of May, 1999 for the purpose of forming this Corporation under the laws of the State of Florida, and hereto make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.


Frederick D. Shipman

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, as its registered office for the service of process, I hereby 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, and accept the duties and obligations of Section 607.325 or 48.091 Florida Statutes.


Von Mason

FILED
99 MAY 20 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA