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LLOYD, HOSKINS & PIERCE

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STEPHEN P. HOSKINS *
DEBRA H. PIERCE †
MICHAEL K. HOROWITZ ♦
MARY SPAGNOLA-HILLS ♦
LOUIS D. TURCO ♦
MARK C. HAUBER
DEBRA J. VENHAUS
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* BOARD CERTIFIED
CIVIL TRIAL LAWYER

† BOARD CERTIFIED IN
WORKERS'
COMPENSATION
♦ SHAREHOLDERS

June 29, 1999

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: REACHING OUR COMMUNITY KIDS, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation, with Acceptance of Registered Agent Designated in Articles of Incorporation for REACHING OUR COMMUNITY KIDS, INC., together with our check in the amount of \$122.50 for the filing fee.

Please return a "filed" copy of the articles to this office with your receipt for the filing fee. A return envelope is enclosed for your convenience.

Very truly yours,

Stephen P. Hoskins

Stephen P. Hoskins
Enclosures

SPH/mj

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROOK JUL 6 1999

**ARTICLES OF INCORPORATION
FOR
REACHING OUR COMMUNITY KIDS, INC.,
(A corporation not for profit)**

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby set forth their intention to form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is REACHING OUR COMMUNITY KIDS, INC.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

The purposes for which the corporation is formed are as follows:

A. To provide a safe and nurturing environment for children who have been suspended from school. The purpose shall be known as Project R.O.C.K.

B. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501 (c) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

C. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on:

(1) By an organization exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, or the corresponding provision of any future United States Internal Revenue Law.

(2) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Distribution of Assets Upon Dissolution

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property received by the corporation from any source. After the payment of all debts and obligations of the corporation, all remaining assets shall be used or distributed exclusively for the purposes within those set forth in Article III of this certificate and

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TALLAHASSEE FLORIDA

within the intendment of Section 501(c) of the Internal Revenue Code of 1954 and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

In the event of dissolution, the residual assets of the organization will be turned over to a viable non profit entity that provides services to children.

ARTICLE V **Income and Distribution**

No part of the income of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any 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, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE VI **Prohibited Activities**

No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VII **Subscribers**

James H. Brown	5200 Matanzas Avenue, Fort Pierce, FL 34946
Patricia Brown	5200 Matanzas Avenue, Fort Pierce, FL 34946
Betty Barnes	2725 Navajo Avenue, Ft. Pierce, FL 34946

ARTICLE VIII **Officers**

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, A Treasurer, and such other officers as may be provided for in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	James H. Brown	5200 Matanzas Avenue Fort Pierce, FL 34946
Vice President	Alice Lee	7936 Saddlebrook Drive. Port St. Lucie, FL 34986

Secretary	Joe Finnegan	1533 B Pheasant Walk Fort Pierce, FL 34950
Treasurer	Betty Barnes	2725 Navajo Avenue Fort Pierce, FL 34946

Section 3. The officers shall be elected at the annual meeting of the members or as provided in the By-Laws and shall generally serve for terms of one year each, as further described in the By-Laws.

ARTICLE IX **First Board of Directors**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have seven (7) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than seven (7)

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 3. The names and addresses of the persons who are to serve as directors until the first annual meeting of the corporation and the length of their terms are:

James H. Brown	5200 Matanzas Avenue, Fort Pierce, FL 34946
Betty Barnes	2725 Navajo Avenue, Fort Pierce, FL 34946
Alice Lee	7936 Saddlebrook Drive, Port St. Lucie, FL 34986
Nancy Brown	4010 Oleander Avenue, Fort Pierce, FL 34982
Joe Finnegan	1533B Pheasant Walk, Fort Pierce, FL 34950
Carl Junker	854 SW Tierra Court, Port St. Lucie, FL 34983

ARTICLE X **By-Laws**

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI
Amendments to Articles of Incorporation

Section 1. These Articles of Incorporation may be amended at a properly noticed special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLES XII
Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLES XII
Meetings

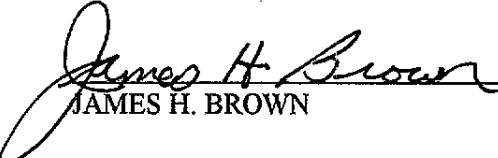
Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the By-Laws.

Section 2. The corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIV
Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 3215 Avenue Q, Fort Pierce, Florida 34947, and the name of the initial registered agent of this corporation at that address is James H. Brown.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 27th day of May, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



JAMES H. BROWN


BETTY BARNES

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **JAMES H. BROWN**, to me personally known to be the person described as subscriber in (~~or who was identified to me by the following identification:~~ _____) and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

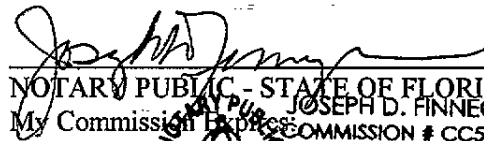
Witness my hand and official seal in the County and State named above this 27 day of May, 1999.


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: _____
JOSEPH D. FINNEGAN
COMMISSION # CC581261
EXPIRES OCT 02, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

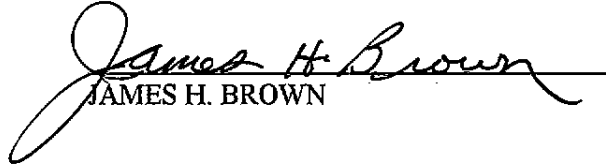
Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **BETTY BARNES**, to me personally known to be the person described as subscriber in (~~or who was identified to me by the following identification:~~ _____) and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 27 day of May, 1999.


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: _____
JOSEPH D. FINNEGAN
COMMISSION # CC581261
EXPIRES OCT 02, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

I, JAMES H. BROWN, hereby accept the position of Registered and Resident Agent for REACHING OUR COMMUNITY KIDS, INC.


JAMES H. BROWN

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TALLAHASSEE FLORIDA