

Central Florida Donation Center
5104 North Lane
Orlando, FL 32808
Phone (407) 445-6880
Fax (407) 445-9464

July 19, 1999

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

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-07/29/99--01033--013
*****82.75 *****82.75

RE: **FOR KIDS' SAKE FOUNDATION, INC.**

Gentlemen:

Enclosed please find ORIGINAL Articles of Incorporation of the above-named corporation, together with our check in the amount of \$82.75 to cover the cost of the following:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 12.75
Registered Agent Fee	\$ 35.00
	\$ 82.75

Please file the Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


David L. Szalanski

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ARTICLES OF INCORPORATION
OF

FOR KIDS' SAKE FOUNDATION, INC.

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

FOR KIDS' SAKE FOUNDATION, INC.

The address of this corporation shall be 5104 North Orange Blossom Trail, Suite 224, Orlando, Florida 32810, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated are to support Big Brothers Big Sisters Agencies within the State of Florida through the sale of goods donated to the corporation. This corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any

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part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or 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, director or 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. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be

distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become

subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The Corporation shall have no general classification of membership, provided that the Board of Directors, as defined in Article VII below, shall have the power to establish a membership and to create separate classes of membership so as to promote

participation in the Corporation's affairs, or to create advisory positions or bodies to insure such representation as the Board finds to be appropriate, such separate classes, positions or bodies to hold such powers and responsibilities and be subject to such restrictions as may be designated by the Board.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Big Brothers Big Sisters of Central Florida, Inc.
5104 North Orange Blossom Trail, Suite 224
Orlando, Florida 32810

Big Brothers Big Sisters of Tampa Bay, Inc.
P.O. Box 21744
Tampa, Florida 33622-1744

ARTICLE VII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall initially be elected to one year terms as provided for in the Bylaws of the corporation. Thereafter, the Board of Directors will be elected as mandated and provided by the Bylaws. The corporate officers shall be elected annually by

majority vote of the Board of Directors and shall be directors of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall be nine (9) as per the appointee distribution provided for in the Bylaws of the corporation. The number of directors may be increased only as provided for in the Bylaws of the Corporation. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII

Directors

The names and addresses of the members of the initial Board of Directors who, subject to these Articles, the Bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until their successors have been duly elected and qualified are:

Big Brothers Big Sisters of Central Florida, Inc.'s appointees

Doug Tyson	Jimmie Hannaman	Adam Weinstein
Lynx	Boyle Engineering	SunTrust Bank
445 W. Amelia St.	320 East South St.	Mail Code 0-2068
Orlando, FL 32801	Orlando, FL 32801	200 S. Orange Ave.
(407) 841-2279	(407) 425-1100	Orlando, FL 32801
f(407) 245-0328	f(407) 422-3866	(407) 237-4205
		f(407) 237-6897

Big Brothers Big Sisters of Central Florida, Inc.'s community appointee: To be appointed in the future.

Big Brothers Big Sisters of Tampa Bay, Inc.'s appointees's appointees

Ron Broadrick	Ken Williams	Barry Brown
Earth Tech, Inc.	Citrus & Chemical Bank	Aerial Communications
P.O. Box 274128	2272 Malachite Dr.	3407 W. Dr. MLK Jr.
Tampa, FL 33688	Lakeland, FL 33810	Blvd.
(813) 909-8000	(941) 519-2105	Tampa, FL 33607
f(813) 909-8001	f(941) 519-2144	(813) 243-3214
		f(813) 243-1906

Big Brothers Big Sisters of Tampa Bay, Inc.'s community appointee

Mike Hanna
First Union
100 S. Ashley Dr.
Suite 1000
Tampa, FL 33602
(813) 276-6475
f(813) 276-6499

Big Brothers Big Sisters of Central Florida, Inc. and Big Brothers
Big Sisters of Tampa Bay, Inc.'s joint community appointee

Doug Ash
Lockheed Martin
6249 Bentpine Dr.
Suite 923-B
Orlando, FL 32822
(407) 306-1143
f(407) 839-0432

ARTICLE IX

Officers

The names and addresses of the officers of this corporation who, subject to these Articles and the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the directors of this corporation for the election of permanent officers or until their successors have been duly elected and qualified shall be named at the first meeting of the Board of Directors.

ARTICLE X

Registered Office and Registered Agent

The name of the corporation's initial registered agent at the following address is **Dave Szalanski**, and the street address of the corporation's initial registered office is 5104 North Orange Blossom Trail, Suite 224, Orlando, Florida 32810. The corporation shall keep the Department of State of the State of Florida informed

of the current city, town or village, and street address of said registered office together with the name of the registered agent.

ARTICLE XI

Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, add, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XIII

Indemnification By Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission of the Board of Directors.

ARTICLE XIV

Affiliated Transactions

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.


ARTICLE XV

Control-Share Acquisitions

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this

12 day of July, 1999.


Dave Szalanski, Executive Director
Big Brothers Big Sisters of
Central Florida, Inc.
5104 North Orange Blossom Trail
Suite 224
Orlando, Florida 32810

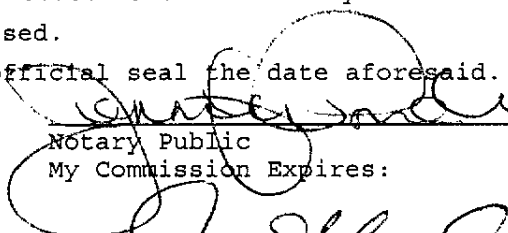
SZALANSKI'S ACKNOWLEDGMENT

STATE OF FLORIDA

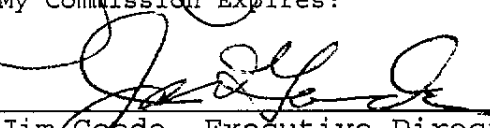
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this 22nd day of July, 1999, personally appeared **Dave Szalanski**, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public
My Commission Expires:

JENNIFER PONDER
Notary Public, State of Florida
My comm. expires Jan. 19, 2002
No. CC 709100


Jim Goode, Executive Director
Big Brothers Big Sisters of
Tampa Bay, Inc.
P.O. Box 21744
Tampa, FL 33622-1744

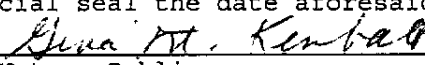
GOODE'S ACKNOWLEDGMENT


STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, on this 19th day of July, 1999, personally appeared **Jim Goode**, to me well known to be the persons described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public
My Commission Expires:

 Gina M Kimball
My Commission CC833376
Expires May 5, 2003

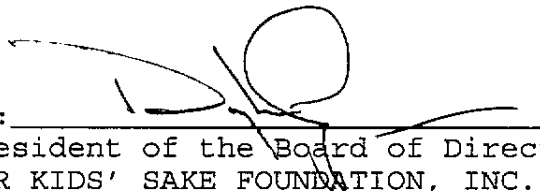
REGISTERED AGENT CERTIFICATE

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

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CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FOR KIDS' SAKE FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, County of Orange, State of Florida, has named DAVE SZALANSKI, located at 5104 North Orange Blossom Trail, Suite 224, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within Florida.

Signature: 
Title: President of the Board of Directors of
FOR KIDS' SAKE FOUNDATION, INC.
Date: July , 1999

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.

Signature: 
DAVE SZALANSKI

Date: