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August 23, 1999

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, Florida 32399

600002968176--8
-08/24/99--01042--005
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing in your office are the Articles of Incorporation of Children's Charities, Inc., one exact copy of the articles, an acceptance of appointment executed by the registered agent, and a check in the amount of \$78.75 in payment of the requisite filing fee.

Thank you for your assistance.

Very truly yours,

ROBINSON, BRADSHAW & HINSON, P.A.



Herman Spence III

HS/cg
Enclosure

FILED
99 AUG 24 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 8/27/99

**ARTICLES OF INCORPORATION
OF
CHILDREN'S CHARITIES, INC.**

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a corporation for profit corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1. The name of the corporation is Children's Charities, Inc.
2. The purposes for which the corporation is organized are:

(a) To operate exclusively for charitable, educational, scientific, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (hereinafter the "Code");

(b) To do anything and everything suitable, proper or incidental to the foregoing purposes or any of them, or anything which may now or hereafter be done by a not for profit corporation under the laws of Florida, so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax-exempt purposes as contemplated in Section 501(c)(3) of the Code.

3. The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, 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 its purposes as set forth in Article 3 hereof. No 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. Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

4. In the event of the termination, dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation as the directors shall determine among one or more organizations which are then exempt from taxation under 501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code. In the event that the directors shall not direct the disposition of any assets of the corporation, then such assets shall be distributed to federal, state and local governments to be used exclusively for public purposes.

5. The corporation shall have no members. The method of election of directors shall be set forth in the bylaws of the corporation.

6. The address of the initial registered office of the corporation is 7583 Bay Colony Drive, Naples, Florida 34108 and the name of the initial registered agent of the corporation at such address is Shirlene Elkins.

7. The number of persons constituting the initial board of directors of the corporation shall be four, and the persons who are to serve as the initial directors, together with their addresses, are as follows:

Shirlene M. Elkins
7583 Bay Colony Drive
Naples, Florida 34108

Robert N. Evans
7583 Bay Colony Drive
Naples, Florida 34108

Marshall A. Elkins
910 Ridgebrook Road
Sparks, MD 21152

Donald R. Tomlin, Jr.
1401 Main Street, Suite 825
Columbia, South Carolina 29201

8. The name and address of the incorporator are Herman Spence III, 1900 Independence Center, 101 North Tryon Street, Charlotte, Mecklenburg County, North Carolina 28246.

9. The street address and mailing address of the principal office of the corporation is 7583 Bay Colony Drive, Naples, Florida 34108.

10. To the fullest extent permitted by Florida law as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

11. As long as the corporation is deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509 of the Code, it shall comply with the following provisions:

(a) The corporation shall distribute its income for each tax 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 Code.


(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943 of the Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945 of the Code.

This the 23rd day of August, 1999.



Herman Spence III, Incorporator

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Children's Charities, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept the obligation of my position as registered agent.

August 23, 1999

Shirlene M. Elkins
Shirlene M. Elkins, Registered Agent

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TALLAHASSEE, FLORIDA