

# N99000005165

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
99 AUG 30 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Our Children's Villages International/KidCave  
(Proposed corporate name - must include suffix) of PENSACOLA, INC.

100002973111-3  
-08/30/99--01009--026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Charles L. LAMARK  
Name (Printed or typed)

114 1/2 S Palatka PL #4  
Address

PENSACOLA, FL 32501  
City, State & Zip

850-469-1692  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB  
8-30-99  
5

**ARTICLES OF INCORPORATION  
OF  
OUR CHILDREN'S VILLAGE INTERNATIONAL/KID CARE OF PENSACOLA  
INC.**

**FILED**  
99 AUG 30 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of more than eighteen years, acting as incorporator of a Corporation under the Florida Corporation Code 617.0202, F.S. adopts hereby these Articles of Incorporation, to be effective in commencing the Corporation's existence as of August 30, 1999:

**ARTICLE I:** The name of the Corporation is Our Children's Village International/Kid Care of Pensacola, Inc.

**ARTICLE II:** The principal place of business and mailing address of the Corporation:

114 1/2 S. Palafox Pl.  
Suite 4  
Pensacola, FL. 32501

The period of its duration is perpetual.

**ARTICLE III:** The purpose for which the Corporation is organized is to empower communities throughout America and the world to feed, nourish and care for their own children not only physically but emotionally, mentally and spiritually breaking the cycle of poverty, sickness and violence that continues in our country and world today by a dedicated and enlightened staff through a variety of educational, vocational training and self esteem processes within a balanced environment resulting in the creation of a "Family Model of Excellence."

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code.

To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers. Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mention in Not-for-Profit Corporate Law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Not-for-Profit Corporate Law, together with the powers to solicit grants and contributions for corporate purposes.

**ARTICLE IV:** The number of Directors constituting the initial board of Directors of the Corporation is 3. The names and addresses of the persons who will serve as Directors until the first annual meeting of Directors until successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Charles L. LaMark Chairman, President, Director	114 1/2 S. Palafox Pl. Suite 4 Pensacola, FL 32501
Alvaro Mendez Pastrana Treasurer, Vice President, Director	114 1/2 S. Palafox Pl. Suite 4 Pensacola, FL 32501
Christine Lorentz Secretary, Community Relations, Director	13145 56th St. North Stillwater, MN 55082

The number of Directors to be elected at the annual meeting of Directors or at a special meeting called for the election of Directors, or at the Corporation's organizational meeting, shall equal no less than three and no more than thirteen as fixed in the manner provided by the Bylaws.

**ARTICLE V:** The name and address of the initial registered agent are: Charles L. LaMark, 114 1/2 S. Palafox Pl., Suite 4, Pensacola, Florida, 32501.

**ARTICLE VI:** The name and address of the Incorporator to these Articles of Incorporation are: Charles L. LaMark, 114 1/2 S. Palafox Pl., Suite 4, Pensacola, Florida, 32501.

**ARTICLE VII:** Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) 3 of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c) 3 or corresponding provision of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director, 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 carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (h) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation, shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code Section 501 (c) 3, or corresponding provision of any subsequent Federal tax laws, or to the Federal Government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509 (a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not A) engage in any act of self-dealing as defined in Internal Revenue code Section 4941, B) retain any excess business holdings as defined in Internal Revenue Code Section 4943, C) make any taxable expenditures as defined in Internal Revenue Code Section 4945, D) or corresponding provisions of any subsequent Federal tax laws.

**ARTICLE VIII:** Any of the Directors or Officers of this Corporation shall not, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this corporation, whether as vendor, purchaser or otherwise.

**ARTICLE IX:** When, with respect to any action to be taken by this Corporation, the Florida Corporation Code requires the vote or concurrence of a majority thereof the Board of Directors.

**ARTICLE X:** Subject to repeal by action of the Board of Directors this Corporation is authorized to adopt, confirm, ratify alter, amend, rescind and repeal Bylaws or any portion thereof from time to time.



Charles L. LaMark

Dated August 30, 1999

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Our Children's Village International / KidCare  
of PENSACOLA, INC.

2. The name and address of the registered agent and office is:

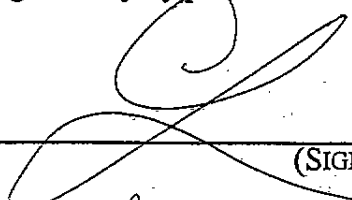
Charles L LAMARK  
(NAME)

114 1/2 S. Palafox PL Suite 4  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

PENSACOLA, FL 32501  
(CITY/STATE/ZIP)

**FILED**  
99 AUG 30 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(SIGNATURE)

8/30/99  
(DATE)

Registered Agent/Incorporator