

N99000006505

TRANSMITTAL LETTER

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

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-11/01/99--01085--006
*****78.75 *****78.75

SUBJECT: LET THE CHILDREN PLAY FOUNDATION, Inc.
(Proposed corporate name - must include suffix)

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: MARK W. FRIEDMAN
Name (Printed or typed)

P.O. Box 896
Address

APALACHICOLA, FL 32329
City, State & Zip

(850) 653-7770
Daytime Telephone number

FILED
99 NOV - 1 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

No COPY

T. Burch NOV 3 1999

ARTICLES OF INCORPORATION
LET THE CHILDREN PLAY FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: Let the Children Play Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

1717 East Gulf Beach Drive
St. George Island, FL 32328

The mailing address of this corporation shall be:

P. O. Box 812
Eastpoint, FL 32328

ARTICLE III PURPOSE

This corporation is organized exclusively for charitable 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 Code, or the corresponding section of any future federal tax code.

The specific purpose for which the corporation is organized is to provide recreation opportunities for the youth of Franklin County, Florida, including: (a) attraction of new and additional public and government support on a continuous basis (b) erection and/or maintenance of one or more public buildings or works, such as public parks, playgrounds, skating centers, tennis courts, swimming pools and/or other public recreation facilities and (c) lessening the burdens of local government and combating juvenile delinquency by providing funding and services for the creation and support of youth recreation programs.

ARTICLE IV RESTRICTIONS ON CERTAIN ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the purposes set forth in Article III hereof. 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 or in opposition to any candidate for public office.

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LET THE CHILDREN PLAY FOUNDATION, INC.

ARTICLE IV (CONTINUED)

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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V BOARD OF DIRECTORS

The governing board of the corporation shall include fifteen (15) directors, which shall be comprised of Founding Directors and Community Directors.

Founding Directors shall include the following individuals:

Teresa S. Kline, 1717 East Gulf Beach Drive, St. George Island, FL 32328

Tom Kline, 1717 East Gulf Beach Drive, St. George Island, FL 32328

Mark Friedman, P. O. Box 896, Apalachicola, FL 32329

Heather O'Steen Friedman, P. O. Box 896, Apalachicola, FL 32329

Jessie Doyle, 1336 Azalea Drive, St. George Island, FL 32328

Founding Directors shall serve until his or her resignation, removal from office, or death. Upon such event, an additional Community Director selected in accordance with procedures established in the corporation's bylaws shall replace the Founding Director.

Community Directors shall include persons having special knowledge or expertise in the field of youth recreation and community leaders, such as elected or appointed officials, members of the clergy, educators, civic leaders or other such persons representing a broad cross-section of the views and interests of the community.

The initial Community Directors shall be appointed by a majority vote of the Founding Directors and shall serve until the first annual meeting of the corporation. Thereafter, Community Directors shall serve terms of one (1) year, may be selected to serve additional terms and shall be selected in accordance with procedures established in the corporation's bylaws.

In addition to Founding Directors and Community Directors, the corporation may appoint any number of Honorary Directors. Honorary Directors may fulfill advisory or ceremonial roles as may be established from time to time, but shall not have voting rights.

ARTICLE VI DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

LET THE CHILDREN PLAY FOUNDATION, INC.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Thomas W. Kline
1717 East Gulf Beach Drive
St. George Island, FL 32328

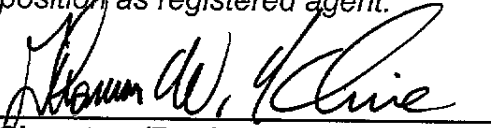
ARTICLE VIII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Mark W. Friedman
P. O. Box 896
Apalachicola, FL 32329


Signature/Incorporator

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/Registered Agent