

M99000006731
Daniel J. Webster, P.A.

Attorney at Law

347 South Ridgewood Avenue
Daytona Beach, Florida 32114-4934
Telephone: 904/258-1222
Facsimile: 904/255-8521
E-Mail: djwebster@mindspring.com

Daniel J. Webster, Ext. 30
Legal Secretary, Ext. 31

Legal Assistants:
Linda K. Dittman, Ext. 32
Tracey A. Dark, Ext. 33

November 10, 1999

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Domestic Filing Section
409 E. Gaines Street
Tallahassee, FL 32301

Our File No: C9999.1

Re: **Articles of Incorporation for Adopt A Child
Foundation, Inc.**

Gentlemen:

000003042680--3
-11/12/99--01073--005
*****78.75 *****78.75

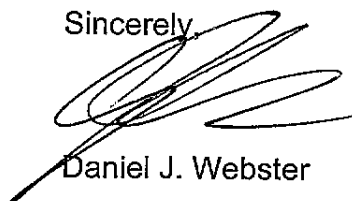
Enclosed herewith are:

1. Original of the Articles of Incorporation of **Adopt A Child Foundation, Inc.**
2. Our Firm's check, made payable to the "Florida Department of State," in the amount of \$78.75 (to cover the following: fee of \$35.00 for filing the Articles of Incorporation, fee of \$35.00 for designation and acceptance of registered agent, and fee of \$8.75 for certified copy of Articles of Incorporation).

The Articles of Incorporation are delivered to the Florida Department of State for filing, in accordance with the Florida Business Corporation Act. Please file the Articles and issue a certificate of incorporation effective as of the date shown in the Articles. Also, please forward a certified copy of the Articles of Incorporation to the undersigned.

If you have any questions about these documents, please feel free to call the undersigned attorney.

Sincerely,


Daniel J. Webster

EFFECTIVE DATE
11-11-99

DJW/keb
Enclosures
c: Mr. Gary Almond

gj 11/16

ARTICLES OF INCORPORATION
OF
ADOPT A CHILD FOUNDATION, INC.

FILED
99 NOV 12 AM 9:20
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby makes, subscribes to, acknowledges, and files these Articles of Incorporation to form a corporation not-for-profit pursuant to the laws of the State of Florida.

ARTICLE I
(Name of Corporation)

The name of the corporation shall be Adopt A Child Foundation, Inc., and it shall be hereinafter referred to as the "Corporation."

ARTICLE II
(Period of Corporate Existence)

The time and date on which corporate existence of this Corporation shall begin is 12:01 a.m. (local time) on November 11th, 1999, and this Corporation shall have continuous and perpetual existence thereafter.

ARTICLE III
(General Purposes of Corporation)

The general purposes for which the Corporation is initially organized are as follows:

- (a) To operate programs providing services and material needs to abused, abandoned, orphaned, ill and other needy or underprivileged children;
- (b) To operate exclusively for "charitable purposes" or "religious purposes" as those terms are defined and used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated under that section; and
- (c) To transact any or all other business in which a not-for-profit

EFFECTIVE DATE
11-11-99

corporation may lawfully be engaged, in accordance with Chapter 617, Florida Statutes, and subsection (b) above.

ARTICLE IV
(Evidence of Membership)

The Corporation shall be a non-stock corporation, but membership of the Corporation may be evidenced by a "Certificate of Membership" which will contain the statement, printed predominantly upon the face of the certificate, that the Corporation is a corporation not-for-profit.

ARTICLE V
(Membership and Admission)

The members of the Corporation shall consist of the incorporators and initial members, (each of whom having been identified in Article VII), together with those other persons who are from time to time duly elected to membership at an annual meeting or special meeting of the Board of Trustees of the Corporation by the affirmative majority vote of all members of the Board of Trustees who are present and voting at the meeting. The qualifications for members, the manner of admission to membership, and all other matters affecting membership, shall be regulated by the by-laws of the Corporation.

ARTICLE VI
(Registered Agent and Address of Corporation)

The name of the initial registered agent of the Corporation shall be Daniel J. Webster (hereinafter the "Registered Agent") and the street address of the initial registered office of the Corporation shall be 347 South Ridgewood Avenue, Daytona Beach, Florida 32114. To signify acceptance of appointment as registered agent, the Registered Agent has signed these Articles pursuant to Section 607.034, Florida Statutes. The initial street address of the Corporation is 740

West International Speedway Boulevard, Daytona Beach, Florida 32114.

ARTICLE VII
(Name of Incorporators and Initial Members)

The names and street address of the incorporator and initial member is as follows:

<u>Name of Incorporator</u>	<u>Street Address</u>
Gary Almond	206 Arcadia Road Sanford, FL 32771

ARTICLE VIII
(Board of Trustees, Membership, Number)

The Board of Trustees shall be composed of not less than three (3) nor more than nine (9) members. The initial Board of Trustees shall consist of the persons who are named below. Each of the initial members of the Board of Trustees has been elected unanimously by the incorporators. Each initial member shall serve until his successor has been elected and qualified pursuant to the provisions of the by-laws of the Corporation.

<u>Name of Trustee</u>	<u>Street Address</u>
Gary Yeomans	740 W. International Speedway Blvd. Daytona Beach, FL 32114
Gary Almond	206 Arcadia Road Sanford, FL 32771
Alexandra Tyree	500 Jimmy Ann Drive, #614 Daytona Beach, FL 32114

ARTICLE IX
(Restrictions on Operation of Corporation)

(a) No part of the property, income, or net earnings of the Corporation shall inure to the benefit of or be distributed to its incorporators, trustees, officers, or members. The Corporation may pay compensation in a reasonable amount to its members, trustees, and officers

for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income.

(b) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities that are not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) (hereinafter referred to as the "Internal Revenue Code"); or (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(d) If the Corporation shall be or become a "private foundation," as that term is defined in Section 509 of the Internal Revenue Code, or successor section, of the Code and the regulations thereunder, as they now exist or may hereafter be amended, the Corporation shall be prohibited from engaging in the activities which are proscribed in Section 617.0105, Florida Statutes.

ARTICLE X

(Indemnification of Trustees and Officers)

Every person who is or shall be or shall have been a trustee or officer of the Corporation (and his or her personal representatives) shall be indemnified and held harmless by the

Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, or proceeding to which he may be made a party by reason of being or having been a trustee or officer of the Corporation, except in relation to such matters as to which he shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith or to have been liable by reason of intentional or willful misconduct in the performance of his duty as such trustee or officer. "Costs and expenses" includes, but is not limited to, attorneys' fees, court costs, damages, judgments, and reasonable amounts paid in settlement.

ARTICLE XI **(Liquidating Distributions)**

Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, the Board of Trustees shall transfer all of the remaining assets of the Corporation to such organization or organizations as are organized and operated exclusively for the charitable or religious purposes, as shall at the time qualify such organizations as an "exempt organization" or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States internal revenue law) and the regulations thereunder as they now exist or as they may hereafter be amended, as the Board of Trustees shall determine.

ARTICLE XII **(Adoption and Amendment of By-Laws)**

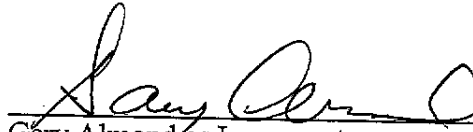
The by-laws of the Corporation may be adopted or amended by the affirmative vote of two-thirds of the Board of Trustees. The bylaws may not be amended by the members.

ARTICLE XIII **(Amendment of Articles)**

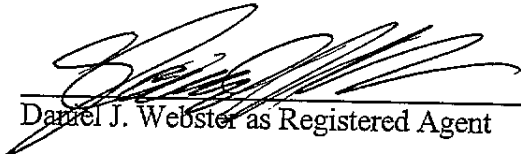
These Articles of Incorporation may be amended at any meeting of the trustees by

an affirmative vote of two-thirds of the Board of Trustees. These Articles of Incorporation may not be amended by the members.

IN WITNESS WHEREOF, the undersigned incorporator, being all natural persons competent to contract under the laws of Florida, by these presents does hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of the Corporation and request the Department of State to file these Articles, as of the date and time indicated in Article II hereof, in accordance with Chapter 617, Florida Statutes; accordingly, the undersigned incorporators executed these Articles at Daytona Beach, Volusia County, Florida, this 10th day of November, 1999.



Gary Almond as Incorporator



Daniel J. Webster as Registered Agent

FILED
99 NOV 12 AM 9:20
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

The execution of the foregoing Articles of Incorporation of Adopt A Child Foundation, Inc., a Florida corporation not-for-profit, was acknowledged before me by Gary Almond, as Incorporator, and he is personally known to me or has produced FL DL #A455-PR-52-101-0 as identification and who did take an oath, this 10th day of November, 1999.

{Notary Seal must be affixed}



Karen E. Blalock
Signature of Notary

KAREN E. BLALOCK
Name of notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): CC 803143

My commission Expires (if not legible on seal): 1-20-03

- ☐ Personally Known.
☒ Produced a current Florida driver's license as identification.
☐ Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of Adopt A Child Foundation, Inc., a Florida corporation not-for-profit, was acknowledged before me by Daniel J. Webster, as Registered Agent, and he is personally known to me or has produced _____ as identification and who did take an oath, this 10th day of November, 1999.

{Notary Seal must be affixed}



Karen E. Blalock
Signature of Notary

KAREN E. BLALOCK
Name of notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): CC 803143

My commission Expires (if not legible on seal): 1-20-03

- ☒ Personally Known.
☐ Produced a current Florida driver's license as identification.
☐ Type of Identification Produced _____