

N99000002643

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

99 DEC 29 PM 12:59
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Courtney Nicole Schmitt Foundation, Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

91 DEC 27 AM 9:44
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

~~700003080047~~
 P.O.

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/29

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 *****78.75 *****78.75

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 27, 1999

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: THE KOURTNEY NICOLE SCHMIDT FOUNDATION, INC.
Ref. Number: W99000029397

We have received your document for THE KOURTNEY NICOLE SCHMIDT FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 199A00060213

RECEIVED
99 DEC 29 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

**THE KOURTNEY NICOLE SCHMIDT FOUNDATION, INC.
(a Domestic Nonprofit Corporation)**

FILED
99 DEC 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To: The Secretary of State
State of Florida

THE UNDERSIGNED, of the age of eighteen years or over, for the purpose of forming a corporation pursuant to the provisions of the Florida Nonprofit Corporation Act, hereby executes the following Certificate of Incorporation:

1. The name of the Corporation is The Kourtney Nicole Schmidt Foundation, Inc. C/O MICHAEL MOSKOWITZ 800 Corporate Drive, Suite 510, Ft. Lauderdale, Fl. 33334

2. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding section of any future Federal tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Such charitable, educational and scientific purposes shall include, but are not limited to, providing specialty playground equipment for handicapped children to be placed in public facilities.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 the preceding paragraph. 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. Notwithstanding any other provisions 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 Code, or 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 Code, or corresponding section of any future federal tax code.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the code, or 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 the Circuit Court 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.

3. The Corporation is to have no members.

4. The method of electing Directors shall be as set forth in the By-Laws of the Corporation.

5. To the fullest extent from time to time permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that this provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the Corporation; (ii) not in good faith or involving a knowing violation of law; or (iii) resulting in receipt by such person of an improper personal benefit. If the Florida Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of liability of directors or officers, then the liability of such director or officer of the Corporation, in

addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such amendment. Any repeal or modification of this section of the Certificate of Incorporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such repeal or modification.

6. The address of the Corporation's initial registered agent is 800 Corporate Drive, Suite 510, Fort Lauderdale, Florida 33334, and the name of the Corporation's initial registered agent at such address is William G. Salim, Jr., Esquire.

7. The number of directors constituting the first board of directors shall be three (3), and the names and addresses of the persons who are to serve as the directors are as follows:

<u>Name</u>	<u>Address</u>
Michael W. Moskowitz	800 Corporate Drive, Suite 510 Fort Lauderdale, Florida 33334
Neil Sterling	2132 Bayview Drive Fort Lauderdale, Florida 33305
Lori Parrish	2701 S.W. 141 Terrace Davie, Florida 33330

8. The name and address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Michael W. Moskowitz	800 Corporate Drive, Suite 510 Fort Lauderdale, Florida 33334

9. The method of distribution of assets of the Corporation upon dissolution shall be as set forth in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of the above-named Corporation, has hereunto signed this Certificate of Incorporation on this 23 day of December, 1999.



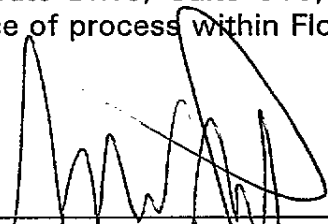
MICHAEL W. MOSKOWITZ, Incorporator

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

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

That THE KOURTNEY NICOLE SCHMIDT FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, has named William G. Salim, Jr., Esquire, whose address is 800 Corporate Drive, Suite 510, Fort Lauderdale, Florida 33334, as its agent to accept service of process within Florida.

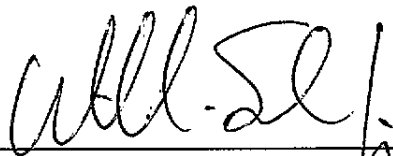
Dated: December 23, 1999.



MICHAEL W. MOSKOWITZ, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 23, 1999



WILLIAM G. SALIM, JR., ESQUIRE

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99 DEC 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA