

# P95000021528

Marsha L. Luginbuehl  
3100 Teal Terrace  
Safety Harbor, FL 34695

March 7, 1995

Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

800001431718  
-03/16/95--01080--002  
\*\*\*122.50 \*\*\*122.50

Re: Child UpLift, Inc.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is my check payable to the Secretary of State in the amount of \$122.50 which represents the filing fee, Registered Agent designation and payment for a certified copy of the Articles.

Please return a the certified copy of the Articles of Incorporation to the attention of the undersigned at your earliest possible convenience.

Thank you for your attention to this matter.

Sincerely,

*Marsha Luginbuehl*

Marsha L. Luginbuehl

Enclosures

FILED  
1995 MAR 16 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*BDB  
3/16/95  
P95-21528*

ARTICLES OF INCORPORATION  
OF  
CHILD UPLIFT, INC.

FILED  
1995 MAR 16 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be CHILD UPLIFT, INC.

ARTICLE II

PURPOSE

This corporation may and is authorized to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

a) The authorized capital stock of this corporation and the maximum number of shares of stock this corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

b) All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall

become and be fully paid and non-accessible, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE IV

##### TERM OF EXISTENCE

The effective date upon which the corporation shall come into existence shall be the date of filing these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI

##### INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the corporation is 3100 Teal Terrace, Safety Harbor, FL 34695, and the name of the initial Registered Agent of this corporation is MARSHA L. LUGINBUEHL, 3100 Teal Terrace, Safety Harbor, FL 34695.

#### ARTICLE VII

##### DIRECTORS

a) The initial number of Directors of this corporation shall be two.

b) The number of Directors may either be increased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation.

c) Directors, as such, shall receive such compensation for their services, if any, as may be set forth by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by the Board of Directors in attending meetings of the Board of Directors.

d) Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

e) The names and street addresses of the initial members of the Board of Directors to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified are PETER LUGINBUEHL, 3100 Teal Terrace, Safety Harbor, FL 34695 and MARSHA L. LUGINBUEHL, 3100 Teal Terrace, Safety Harbor, FL 34695.

f) Any Director may be removed from office by the holders of the majority of stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation for any cause deemed sufficient by such shareholder.

g) In case one or more vacancies shall occur on the Board of Directors by reason of death, resignation or otherwise, the vacancy shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy

may be filled by the Director until the shareholders have acted to fill the vacancy.

#### ARTICLE VIII

##### INCORPORATOR

The name and street address of the incorporator signing these Articles is MARSHA L. LUGINBUEHL, 3100 Teal Terrace, Safety Harbor, FL 34695.

#### ARTICLE IX

##### LOST OR DESTROYED CERTIFICATE

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as from time to time provided for in the By-Laws of the corporation.

#### ARTICLE X

##### AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI

BY-LAWS

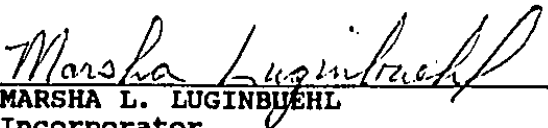
The power to adopt By-Laws shall be vested in the shareholders. The power to alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors of this corporation, provided, however, that any By-Laws altered, amended or repealed by the Directors that are inconsistent with any By-Laws adopted by the shareholders shall be void and the Directors may not alter, amend or repeal any By-Laws adopted by the shareholders without the consent of a majority of the shareholders.

ARTICLE XII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series that he already owns, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 13<sup>th</sup> day of March, 1992.

  
MARSHA L. LUGINBUEHL  
Incorporator

STATE OF FLORIDA  
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of MARCH, 1995 by MARSHA L. LUGINBUEHL,

*Notary Public  
Continued on pg 6.*

*Continued from pg 5*  
Incorporator and Registered Agent for CHILD UPLIFT, INC., who is  
~~personally known to me~~ or who has produced FL. Driver's License  
(type of identification) as identification and who ~~did~~ (did not)  
take an oath.

*[Signature]*  
NOTARY PUBLIC (Signature)

INEZ M. BARRETT  
(Print Name)

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: AUGUST 5, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

FILED  
MAR 16 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment to serve as  
the initial Registered Agent of CHILD UPLIFT, INC.

*Marsha Luginbuehl*  
MARSHA L. LUGINBUEHL  
Registered Agent