

N02000002742

Winters, King & Associates, Inc.

ATTORNEYS AND COUNSELORS AT LAW

CityPlex Towers

2448 East 81st Street • Suite 5900

Tulsa, Oklahoma 74137-4259

TELEPHONE

(918) 494-6868

FAX

(918) 491-6297

THOMAS J. WINTERS
MICHAEL J. KING
M. JEAN HOLMES
R. THOMAS IRWIN
KAREN L. KING
J. DANIEL BEIRUTE
LINDA R. WATKINS

April 2, 2002

700005205667--1
-04/08/02--01069--002
*****70.00 *****70.00

Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of CELEBRATE CHILDREN INTERNATIONAL, INC.

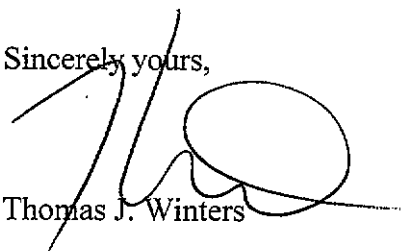
Dear Sir or Madam:

Enclosed you will find duplicate originals of the Articles of Incorporation of CELEBRATE CHILDREN INTERNATIONAL, INC. and a trust account check for \$70.00 for the cost of filing.

Please review the Articles and if they meet with your approval, file the same and return a copy to my office, conformed as of the date of filing.

If you have any questions, please do not hesitate to contact me or my secretary, Paula McKnight. I am,

Sincerely yours,


Thomas J. Winters

TJW/nlc
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -8 PM 12:10

Paula McKnight GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art II-
DATE 4-15-02
L. JAM. Jlove

4-15
Jan 10

ARTICLES OF INCORPORATION

02 APR -8 PM 12: 10

OF

CELEBRATE CHILDREN INTERNATIONAL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, residents and citizens of the United States of America, of full age of majority, have for the purpose of forming a nonprofit corporation pursuant to the laws of the State of FLORIDA, for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be CELEBRATE CHILDREN INTERNATIONAL, INC., and its duration is to be perpetual.

ARTICLE II

The name and address of the Registered Agent of the corporation in the State of Florida is Cheraya Bor, 230 Acadia Terrace, Celebration, Florida, 34747, County of Osceola. His signature, infra at page eight, indicates his acceptance of this designation. The address of the corporations Principal office in the State of Florida is 610 Sycamore Street, Suite 225, Celebration, Florida, 34747, County of Osceola.

ARTICLE III

This nonprofit corporation is organized and operated exclusively for tax exempt religious, charitable, and educational purposes as within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America:

(a) To facilitate strong, loving families, raising healthy, cherished children.

(b) To improve the lives of children and families through promotion of traditional family values, humanitarian aid, and unification of families.

(c) To promote the awareness of Christian family values and the importance of the traditional nuclear family and a loving, safe home for all children through educational programs, publications, and example.

(d) To provide humanitarian aid through culturally sensitive needs assessment, provision of funding and technology, and outcomes management.

(e) To unify loving families through providing necessary resources to develop and preserve existing families, and when this is not possible, through providing opportunities for children to find love and security with adoptive families domestically and internationally, in all 50 U.S. states and with U.S. citizens living abroad.

(f) To operate under the name as set forth in ARTICLE I above;

(g) To employ qualified counsel and other necessary personnel

to carry out the purposes of this corporation;

(h) To adopt and use a corporate seal;

(i) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

(j) To take, purchase or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

(k) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

(l) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.

(m) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

(n) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;

(o) To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes;

(p) To use any and all media, including but not limited to recording, print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;

(q) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the

corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State.

(r) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a public foundation as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

(s) The several clauses contained in this ARTICLE III shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall not engage in any political activity proscribed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

ARTICLE IV

The Board of Trustees shall conduct all the business of the corporation and shall be the only voting members of the corporation. The number of Trustees, and the qualifications

shall be established in the bylaws of this corporation. The qualifications of member and the manner of their admission shall be fully provided in the Bylaws.

ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI

The private property of the trustees and members shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the trustees or members of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

ARTICLE VII

- (a) 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.
- (b) 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 any candidate for public office.
- (c) 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 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 corresponding section of any future federal tax code.

(d) Upon 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 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 court of 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.

ARTICLE VIII

These Articles may be amended at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

ARTICLE IX

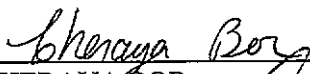
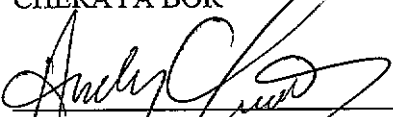
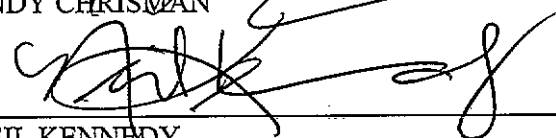

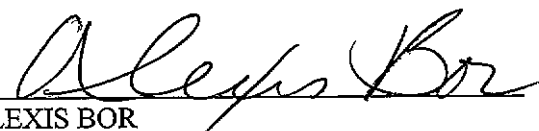
The undersigned incorporators shall act as the initial Board of Trustees until their successors shall have been duly qualified and elected. The Trustees shall be elected yearly at the annual business meeting by the voting members. The initial Board of Directors shall not be less than three (3). The undersigned

shall hold the offices indicated.

02 APR -8 PM 12: 10

DATED This 29 day of March, 2002.

INCORPORATORS

NAME	ADDRESS
 CHERAYA BOR	230 Acadia Terrace Celebration, FL 34747
 ANDY CHRISMAN	833 Spring Park Loop Celebration, FL 34747
 NEIL KENNEDY	515 Longmeadow Celebration, FL 34747
 DAVID BERELSMAN	238 Acadia Terrace Celebration, FL 34747
 ALEXIS BOR	230 Acadia Terrace Celebration, FL 34747

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of CELEBRATE CHILDREN INTERNATIONAL, INC.


CHERAYA BOR/Registered Agent

STATE OF FLORIDA)
 : ss.
County of Osceola)

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared CHERAYA BOR, ALEXIS BOR, NEIL KENNEDY, ANDY CHRISMAN and DAVID BERELSMAN, known to me to be the persons whose names are subscribed to the within instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Cindy Kirschner Notary Public for FLORIDA
Residing at 650 Celebration Ave, Celebration
My Commission Expires 2-7-03



Cindy Kirschner
My Commission CC807132
Expires February 7 2003



Cindy Kirschner
My Commission CC807132
Expires February 7 2003

G:\Paula\WPD\FL\FILE.ART\BOR.NPNR.wpd
03/20/02/pmc