

Form 1023 Checklist

(Revised June 2006)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | | | |
|------------|---------|--|------------|---------|--|
| Schedule A | Yes ___ | No <input checked="" type="checkbox"/> | Schedule E | Yes ___ | No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ | No <input checked="" type="checkbox"/> | Schedule F | Yes ___ | No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ | No <input checked="" type="checkbox"/> | Schedule G | Yes ___ | No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ | No <input checked="" type="checkbox"/> | Schedule H | Yes ___ | No <input checked="" type="checkbox"/> |

An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.

- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Page 1, Article IV
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 3, Article XIV

Signature of an officer, director, trustee, or other official who is authorized to sign the application.
• Signature at Part XI of Form 1023.

Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Mitchell F. Rice or Suzanne L. Rice
16211 Villarreal de Avila
Tampa, FL 33613

AMSOUTH BANK
TAMPA, FL 33612
63-466/631

09950

1/9/2007

PAY TO THE
ORDER OF Internal Revenue Service

\$**300.00

Three Hundred Only***** DOLLARS

© 2005 INTUIT INC. # 729 1-800-433-8310

MEMO

501(c)(3) Registration with IRS for Shoe Giver of Tampa Inc.



⑈009950⑈ ⑆063104668⑆ 7965850068⑈

**Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
Shoe Giver of Tampa Inc		Mitchell Rice	
3 Mailing address (Number and street) (see instructions)		Room/Suite	4 Employer Identification Number (EIN)
1733 West Fletcher Ave			20-8161812
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Tampa FL 33612-1820		12	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 813-960-8154	
a Name: Mitchell Rice		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9a Organization's website:			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 01/10/2007			
12 Were you formed under the laws of a foreign country? If "Yes," state the country. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. Yes No
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. Yes No
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. Yes No
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. Yes No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. Yes No
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. Yes No

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article IV
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 3, Article XIII
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

Part IV Narrative Description of Your Activities

See Attachment

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

N/A

1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

Shoe Giver of Tampa, Inc.
FEI # 20-8161812
Form 1023 – Part IV
Narrative Description of Activities

Shoe Giver of Tampa, Inc. was formed based on an idea from Jacob Rice, a 10-year-old boy in Tampa, FL., the son of Mitchell and Susie Rice (Directors and Incorporators). Jacob learned that there are many children in the Tampa, St. Petersburg, FL. metropolitan area who have never had a new pair of shoes. Jacob contacted the local CDC (Corporation to Develop Communities) in East Tampa and learned that there was a strong need for children's shoes in the Tampa community. He is committed to getting every child in need, a new pair of shoes or sneakers.

Mitchell and Susie Rice own a real estate leasing, management and development company in Tampa, FL. Through their relationships with many retailers, they are setting up meetings for Jacob to discuss his idea and request that they contribute excess inventory so that his dream will become a reality.

Jacob will be meeting with various retailers after school and during holidays. If any activities need to be funded, Mitchell and Susie Rice will fund them directly. Additionally, the Tampa CDC will assist Jacob in inventory storage and distribution channels.

Please see the attached brochure for more information.

Become a Shoe Giver Partner

Q Is **SGOT** planning to distribute shoes for this school year?

A Absolutely, we need shoes as soon as possible!

Q How will **SGOT** collect the shoes?

A You can send the shoes or we can pick them up!

Q Does **SGOT** have a distribution plan?

A Yes, thanks to the **Corporation to Develop Communities (CDC)** of East Tampa, **SGOT** has an organized plan to distribute the shoes.

Q If we donate shoes, will we be recognized?

A Yes, become a **SGOT** partner and you will be listed on our website and our marketing material.



Every child deserves a new pair of shoes.

Shoe Giver of Tampa

We need your help!

Do you
have
surplus
new shoes?

Shoe Giver of Tampa SGOT



Every child deserves a new pair of shoes.

Contact- Jacob Rice

Phone-813-960-8154 ext. 245

Email-ricejac@berkeleyprep.org

Shoe Giver of Tampa, Inc

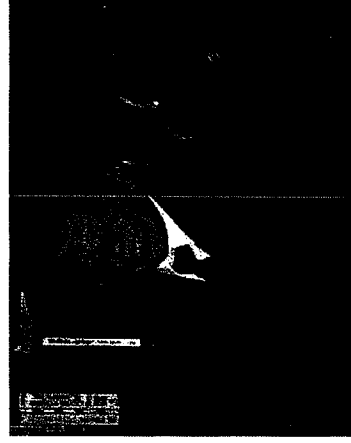
EIN - 20-8161812

Every child deserves a new pair of shoes.

About the Founder

Jacob Rice is a 10 year old boy who lives in Tampa Bay, Florida. Jacob learned that there are many children who have never had a new pair of shoes. He contacted the local CDC (Corporation to Develop Communities) in East Tampa and learned that in his own community there was a strong need for children's shoes. He is committed to getting every child in need, a new pair of shoes or sneakers.

If you can help or know of anyone that can help, please contact Jacob Rice at Shoe Giver of Tampa.



Shoe Giver of Tampa



Every child deserves a new pair of shoes.

Shoe Giver of Tampa (SGOT) is in the process of becoming a not for profit organization. SGOT's goal is to collect surplus shoes or sneakers from companies that have an excess supply and distribute them to children in need in the Tampa Bay Area. Every child deserves to have a new pair of shoes that fit correctly. SGOT can achieve this goal with your help!

Important Facts

- 9.2% - the national poverty rate according to the 2000 US Census
- 41% - the poverty rate within the East Tampa community that is the target of SGOT's first initiative
- 63% - the percentage of children under the age of 18, living below the poverty line in East Tampa
- 70% - the percentage of children under the age of 5 living below the poverty line in East Tampa



Shoe Giver of Tampa, Inc

Shoe Giver of Tampa

EIN- 20-8161812



Every child deserves a new pair of shoes.

January 5, 2007

My name is Jacob Rice and I am 11 years old. I have started a not-for-profit company named Shoe Giver of Tampa. I believe that every child deserves a new pair of shoes.

I have met with both the CDC of East Tampa (Corporation to Develop Communities) and the superintendent of Hillsborough County Schools, Mary Ellen Elia, to determine which children in Hillsborough County are in need of shoes.

My initial goal is to give away approximately 1,000 pairs of shoes to children that I know are in immediate need.

I plan to share the first 1,000 pairs of shoes that are donated between the children in need at Potter Elementary School and the children that signed up at two back to school events organized by the CDC of East Tampa. Potter Elementary is the school Ms. Elia asked me to help first as 96%, or 816 of the children attending this school, are economically disadvantaged. For a child to be considered economically disadvantaged, the child must be on a free or subsidized lunch program in the Hillsborough County School System. Additionally, I have attached information about the East Tampa CDC. This organization does a great job of helping children in need in East Tampa.

I have researched and learned that there are approximately 15,000 children in East Tampa, and that approximately 10,000 of these children are considered economically disadvantaged. I have attached a spreadsheet showing the statistics of economically disadvantaged children in East Tampa. My ultimate goal is to help all of the children in Hillsborough County that are in need of shoes.

As you can see from the CDC letter attached, they are committed to assisting me with my project by partnering with me to provide 501(C) 3 status to the Shoe Giver of Tampa. They have agreed to help me distribute the donated products to the children who are in need, that participate in the Shoe Giver of Tampa project.

I have also enclosed my brochure for you to learn more about Shoe Giver of Tampa.

Please let me know if you have any excess new shoes available to help these children. Additionally, I would be happy to purchase shoes for the children if you would prefer to donate money. You may make your check payable to CDC of Tampa Inc., reference "SGOT" in the memo and mail the check to me at the address listed below. I am available to answer any questions you may have about Shoe Giver of Tampa. The best way to reach me is to email me at ricejac@berkeleyprep.org. Thank you, and I hope you will be able to help! After all, "Every child deserves a new pair of shoes"!!

Jacob Rice
Founder

Shoe Giver of Tampa, Inc

20-816181L

P.O. Box 310385
Tampa, Florida 33680
Phone: 813.248.9738
Fax: 813.248.8738

Web Site www.cdcoftampa.org



July 26, 2006

Mr. Jacob Rice
Shoe Giver of Tampa
1733 West Fletcher Avenue
Tampa, FL 33612

Dear Mr. Jacob Rice,

This is a letter of commitment on behalf of the Corporation to Develop Communities of Tampa, Inc to partner with Shoe Giver of Tampa.

CDC of Tampa, Inc. is a 501(c) 3 not-for-profit community development corporation that rebuilds and develops economically depressed areas of Tampa into viable, thriving and self sufficient neighborhoods by improving business and housing opportunities, the lives and the spirit of communities.

Our premier youth program, 100 Youth Leadership Movement and East Tampa Learning Academy assist youth to establish a path to self sufficiency through academic mentoring to obtain a high school diploma, enter a college, trades and/or secure employment. These programs promote youth development, academic achievement, financial education, and employability skills among at risk youth through targeted support, skill building and parental engagement.

CDC is excited to partner with Shoe Giver of Tampa to enhance our services in the 100 Youth Leadership Movement by strengthening our ability to provide services to the families of our youth. We provide services that engage families in building healthy relationships between the child and parent.

We are committed to assisting in recruitment and distribution of donated products to youth and their families that participate in the Shoe Giver of Tampa project. In addition, any companies participating in the program by donating shoes can do so through our 501(c) 3 not-for-profit status.

CDC of Tampa is in agreement with Shoe Giver of Tampa to provide the above services.

Sincerely,

Toni Watts,
President/CEO



Shoe Grove of Tampa, Inc

EIN - 20-816181L

Economically Disadvantaged Children in East Tampa*

School Name	Number of Students	% of Economically Disadvantaged	Number of Students Disadvantaged
Foster Elementary	491	84.11%	413
Potter Elementary	850	96%	816
Sheehy Elementary	551	80.58%	444
Robles Elementary	696	81.47%	567
Edison Elementary	562	94.31%	530
Farrel Middle School	611	73.98%	542
Orange Grove Middle School	659	37.78%	249
Van Buren Middle School	834	82.49%	688
Sligh Middle School	983	70.30%	691
Franklin Middle School	588	76.19%	448
James Middle School	857	92.07%	789
Young Middle School	777	57.92%	450
Middleton High School	2,065	64.48%	1,331
King High School	2,117	35.14%	744
Hillsborough High School	2,103	51.40%	1,081
Blake High School	1,903	52.55%	1,000
Total	16,647		10,783

*Information provided by Hillsborough County School Web-site or verified with School

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued) *N/A*

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. *See Part IV* Yes No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. *See Part IV* Yes No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No

b Do you or will you approve compensation arrangements in advance of paying compensation? Yes No

c Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued) *N/A*

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
-
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
-
- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
-
- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
-
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
-
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. See Part IV Yes No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**
- mail solicitations
 - email solicitations
 - personal solicitations
 - vehicle, boat, plane, or similar donations
 - foundation grant solicitations
 - phone solicitations
 - accept donations on your website
 - receive donations from another organization's website
 - government grant solicitations
 - Other

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you. *Florida*
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**

5 Are you **affiliated** with a governmental unit? If "Yes," explain. **Yes** **No**

6a Do you or will you engage in **economic development**? If "Yes," describe your program. **Yes** **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. **Yes** **No**

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. *Accounting activities* **Yes** **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. **Yes** **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. **Yes** **No**

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. Yes No
-
- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. Yes No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. Yes No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. Yes No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i) Do you require an application form? If "Yes," attach a copy of the form. Yes No
- (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. Yes No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. Yes No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. Yes No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. Yes No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. Yes No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. Yes No

Part VIII Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain. Yes No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. Yes No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. Yes No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. Yes No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. Yes No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. Yes No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F. Yes No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. Yes No

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years		(e) Provide Total for (a) through (d)
		(a) From <u>1/1/07</u> To <u>12/31/07</u>	(b) From <u>1/1/08</u> To <u>12/31/08</u>	(c) From <u>1/1/09</u> To <u>12/31/09</u>	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	5,000	6,000	7,000	
	2 Membership fees received				
	3 Gross investment income				
	4 Net unrelated business income				
	5 Taxes levied for your benefit				
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)				
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)				
	8 Total of lines 1 through 7				
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)				
	10 Total of lines 8 and 9				
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)				
	12 Unusual grants				
	13 Total Revenue Add lines 10 through 12				
Expenses	14 Fundraising expenses				
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)				
	16 Disbursements to or for the benefit of members (attach an itemized list)				
	17 Compensation of officers, directors, and trustees				
	18 Other salaries and wages				
	19 Interest expense				
	20 Occupancy (rent, utilities, etc.)				
	21 Depreciation and depletion				
	22 Professional fees				
	23 Any expense not otherwise classified, such as program services (attach itemized list) ^①	5,000	6,000	7,000	
	24 Total Expenses Add lines 14 through 23	5,000	6,000	7,000	

① Inventory storage and distribution reports

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year) N/A

Year End:
(Whole dollars)

Assets		
1	Cash	1
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach an itemized list)	4
5	Corporate stocks (attach an itemized list)	5
6	Loans receivable (attach an itemized list)	6
7	Other investments (attach an itemized list)	7
8	Depreciable and depletable assets (attach an itemized list)	8
9	Land	9
10	Other assets (attach an itemized list)	10
11	Total Assets (add lines 1 through 10)	11
Liabilities		
12	Accounts payable	12
13	Contributions, gifts, grants, etc. payable	13
14	Mortgages and notes payable (attach an itemized list)	14
15	Other liabilities (attach an itemized list)	15
16	Total Liabilities (add lines 12 through 15)	16
Fund Balances or Net Assets		
17	Total fund balances or net assets	17
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. Yes No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.

b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.

c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)


- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization


(Signature of Officer, Director, Trustee, or other authorized official)

Mitchell F. Rice
(Type or print name of signer)

1/10/07
(Date)

Director
(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

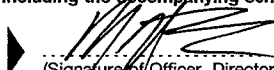
Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1** Have your annual gross receipts averaged or are they expected to average not more than \$10,000? **Yes** **No**
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2** Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3** Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here


(Signature of Officer, Director, Trustee, or other authorized official)

Mitchell F. Rice
(Type or print name of signer)

1/10/07
(Date)

Director
(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

NO 7000000311

Florida Department of State
Division of Corporations
Public Access System

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FLORIDA PROFIT/NON PROFIT CORPORATION

Shoe Giver of Tampa, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

T. Burch JAN 11 2007

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION
OF
SHOE GIVER OF TAMPA, INC.,
A Florida Non-Profit Corporation**

ARTICLE I

NAME OF CORPORATION

The name of this Corporation is Shoe Giver of Tampa, Inc.

ARTICLE II

CORPORATE NATURE

This is a non-profit Corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the Corporation is perpetual.

ARTICLES IV

PURPOSE

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation shall collect surplus shoes or sneakers from companies that have an excess supply of inventory and distribute them to children in need. The corporation will work in conjunction with other civic organizations that will assist in the distribution of the inventory. The Corporation shall also engage in any lawful business or activities related thereto and engage in any other lawful act where activity for which corporations may be organized under the Florida Not For Profit Chapter. Such activities shall include, but are not limited to:

- a. To establish and operate a charitable organization for the purpose of collections and distributing shoes and sneakers to children in need.
- b. To exercise all rights and powers conferred by the laws of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or, nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- c. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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TALLAHASSEE, FLORIDA

ARTICLE V

DIRECTORS

There shall be two (2) members of the initial Board of Directors of the Corporation, and the initial Board of Directors shall adapt such criteria in its by-laws as it deems appropriate to govern the conduct, qualification and numbers of Directors in the future. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Mitchell F. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

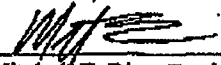
Suzanne L. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

ARTICLE VI

REGISTERED OFFICE AND AGENT

The principal office of the Corporation shall be located at the 1733 West Fletcher Avenue, Tampa, Florida 33612, and the name of its registered agent at said address shall be Mitchell F. Rice.

I certify that I am familiar with and accept the responsibilities of Registered Agent.



Mitchell F. Rice, Registered Agent

ARTICLES VII

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Mitchell F. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

Suzanne L. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

ARTICLE VIII

EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, trustees, or other 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 herein. No substantial part of the purposes set forth herein 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) or future United States Internal Revenue Laws, or by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1954 or any amendments or corresponding provisions of future United States Internal Revenue Laws.

ARTICLE IX

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XI

NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XII

INDEMNIFICATION

The Corporation may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Nonprofit Corporation Act.

ARTICLE XIII

DISSOLUTION

Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for charitable, educational, or scientific purposes which shall at that time be qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or any amendments thereto or corresponding provision of any future United States internal Revenue Code, as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of in accordance with the provisions of the Florida Not For Profit Corporation Act by organizations qualified as exempt organizations as stated herein, and in accordance therewith.

ARTICLE XIV
INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

Mitchell F. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

Suzanne L. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 05th day of January, 2007, for the purposes of forming this non-profit corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Witnesses:

Julie Chavero
Print Name: Julie Chavero

[Signature]
Mitchell F. Rice

Michelle J Dendler
Print Name: Michelle F. Dendler

Julie Chavero
Print Name: Julie Chavero

[Signature]
Suzanne L. Rice

Michelle J. Dendler
Print Name: Michelle F. Dendler

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day, personally appeared Mitchell F. Rice and Suzanne L. Rice, to me well known to be the individual ~~or who has produced~~ as identification and who are the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the City of Tampa, State of Florida and County of Hillsborough, this 05th day of January 2007.



Michelle J. Dendler
NOTARY PUBLIC