

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I. Name

The name of the corporation shall be

KIDS VOTING LEON COUNTY, INC.

ARTICLE II. Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation shall be:

123 South Calhoun Street
P.O. Box 6526
Tallahassee, Florida 32314-6526

ARTICLE III. Purposes

The purposes for which the corporation is organized are:

Kids Voting Leon County, Inc. shall be operated exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax law, including, but not limited to, the following particular purposes:

- a) To operate a nonpartisan, community-based education program for children, which is designed to increase knowledge, awareness, and participation in the American electoral process, and
- b) To organize mock elections for children which coincide with federal, state, and local elections as part of the education and awareness program in a) above.

ARTICLE IV. Directors

4.1 Manner of election of directors. The manner in which the directors are elected or appointed shall be stated in the Bylaws of this corporation.

4.2 Initial Directors. The names and street addresses of the initial directors are:

Thomas M. DeRose
123 S Calhoun Street
Tallahassee, FL 32301

Jane W. DeRose
Rt. 7, Box 1255A
Tallahassee, FL 32301

Peggy Durham
277 N. Magnolia Drive
Tallahassee, FL 32302

Bill Moeller
1239 Mitchell Avenue
Tallahassee, FL 32303

FILED
97 MAY -5 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. Limitation of Corporate Powers

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

- a) No more than an insubstantial part of this corporation's activities shall be other than in furtherance of the charitable and/or educational purposes of this corporation as set forth in Article III of these Articles of Incorporation; and
- b) This corporation shall not, as more than an insubstantial part of its activities, attempt to influence legislation, by propaganda or otherwise, including action by the Congress, any state legislature, local council or similar governing body, or the public in a referendum initiative, constitutional amendment, or similar procedure; and
- c) This corporation shall not directly or indirectly participate or intervene in any political campaign on behalf or in opposition to any candidate for public office, including the publishing or distributing of statements; and
- d) The net earnings or assets of this corporation shall not inure in whole or in part to the benefit of private shareholders or individuals.

ARTICLE VI. Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is:

Thomas M. DeRose
123 S. Calhoun Street
Tallahassee, Florida 32301

ARTICLE VII. Incorporators

The names and the street addresses of the incorporators for these articles of incorporation are:

Thomas M. DeRose	Jane W. DeRose	Peggy Durham	Bill Moeller
123 S. Calhoun Street	Rt. 7, Box 1255A	277 N. Magnolia Drive	1239 Mitchell Avenue
Tallahassee, FL 32301	Tallahassee, FL 32308	Tallahassee, FL 32302	Tallahassee, FL 32303

ARTICLE VIII. Dissolution

In the event of a dissolution of the corporation, its assets, after payment of all debts and charges of the corporation, and expenses of dissolution, shall be distributed to one or more not-for-profit organizations, which organization(s) is/are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law, as selected by majority vote of the remaining directors of this corporation.

The undersigned incorporators have executed these Articles of Incorporation this 5th day of May, 1997.

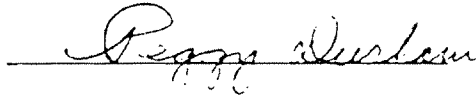
Signatures of Incorporators:



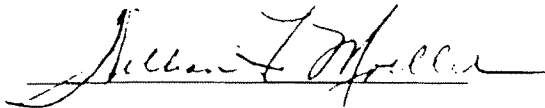
Thomas M. DeRose
Typed name of incorporator signing



Jane W. DeRose
Typed name of incorporator signing



Peggy Durham
Typed name of incorporator signing



Bill Moeller
Typed name of incorporator signing


**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of Florida Statutes, Section 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is KIDS VOTING LEON COUNTY, INC.
2. The name of the registered agent is Thomas M. DeRose
3. The address of the registered agent/registered office is 123 South Calhoun Street, Tallahassee, Florida 32301.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thomas M. DeRose

5/2/97
Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



January 29, 2004

Townsend Waddill, III, C.P.A.
Kids Voting Florida/Leon County
Office of the Governor
Chief Inspector General, Room 2103, The Capitol
Tallahassee, FL 32399

Dear Townsend:

Your new Kids Voting USA Affiliate Agreement is enclosed for your review. The legal work has taken far longer than anticipated and I apologize for any inconvenience this delay might have caused you.

I would appreciate your help in executing the agreement by March 1, 2003. This deadline reflects my earlier commitment that you would have thirty days to review the new agreement.

The sections that require information about your affiliate are highlighted. To prepare the final agreement for signature you will need to do the following:

1. Verify or indicate changes to the information already included; and
2. Provide KVUSA with the missing information.

There are some key elements to the new agreement to be aware of:

- Affiliates fees are not raised as a result of this new agreement.
- The new agreement replaces a one-year, renewable term with a two year term for the period from March 1, 2004 through December 31, 2005; a new certification process will precede the agreement for a 2006-2007 term.

Officers and Board of Directors
David V.B. Britt, Chairman
President & CEO (retired)
Sesame Workshop
Richard Snell, Vice Chairman
Chairman of the Board (retired)
Pinnacle West Capital Corporation
Lee Ann Elliott, Secretary/Treasurer
Chairman (retired)
Federal Election Commission
Christopher E. Heller, President & CEO

Javier J. Aldape, VP
Fort Worth Telegram
Publisher
Diario La Estrella

Kevin Callis, Asst. VP for Public Affairs
State Farm Insurance Companies

Diana Carlin, Ph. D., Dean
Graduate School and International Programs,
University of Kansas

Peggy Echols, VP for Public Affairs
State Farm Insurance Companies

R.R. Evans, Founding Chair
Evans Management Co.

Max Jennings, Co-founder
Editor (retired), Cox Newspapers

Hon. Rose Mofford, Former Governor
State of Arizona

Ross Clayton Mulford, Esq.
Hughes and Luce, LLP

Terry Pickeral, Executive Director
National Ctr for Learning & Citizenship
Education Commission of the States

Carleton F. Rosenburgh, Sr. VP (retired)
Gannett Co., Inc.

Mike Scobey, Publisher
The Intelligencer

Mark Strama, VP of Public Elections
election.com

Jay Suber
Julius L. Suber, Inc.

Charles A. Wahlheim, Co-Founder
President, CEO, WCB Enterprises

Honorary Board

William E. Brock
Dr. James P. Comer
Walter Cronkite
Marilyn Evans
William Friday
Rev. Theodore M. Hesburgh
Madeleine Kunin
Bill Moyers
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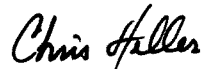
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Affiliate Agreements
January 29, 2004

Please return your completed draft agreement by February 20, 2004. You can either mail it in the enclosed envelope or fax a copy to 480-921-4008. We will then send you a clean copy for your signature.

I have asked Cynthia Dunn to coordinate this phase of the process. Of course, I will be available if there are any questions or concerns that require my input.

Thank you for your cooperation.

Sincerely,

A handwritten signature in cursive script that reads "Chris Heller".

Chris Heller
President and CEO

Cc: Cynthia K. Dunn, Director of Affiliate Services