

Sweet Dreams Foundation, Inc.
45-4742129
3437 West University Avenue
Gainesville, Florida 32607

Form 1023 Attachment Index

Question	Page
Federal EIN	Appendix A
Part II, Question 1 - Articles of Incorporation and certificate of filing	Appendix B
Part II, Question 5 - Adopted bylaws	Appendix C
Part IV, Narrative Description of Your Activities.....	2
Part V, Question 2a	4
Part V, Question 2b	4
Part V, Question 3a	5
Part V, Question 5a	10
Part VI, Question 1b	10
Part VIII, Question 4a	11
Part VIII, Question 4c	12
Part VIII, Question 4d	12
Part IX, Section A Line 9	12
Part IX, Section A Line 15	13

Part IV: Narrative Description of Your Activities**What are the activities?**

The activities of the Sweet Dreams Foundation, Inc. (the Foundation) are the development, organization, and delivery of community events for the public that focus on health and safety needs. The events will be conducted to raise money, material donations, and/ or awareness for charitable organizations and/ or public safety. The monetary proceeds of all events created and delivered by the Sweet Dreams Foundation, Inc. will go to a 501 (c) 3 charity that is selected as a benefiting charity. The benefiting charity may be a different charity each year.

The Foundation's current primary activity is the Annual Sweet Dreams Touch-A-Truck Event. At Touch-A-Truck, citizens are able to get up close to large and/ or unique vehicles they may see on the roadways. Children have the opportunity to climb into and/ or on vehicles such as fire engines, law enforcement vehicles, tree trimming vehicles, school buses, bucket trucks, construction vehicles and more. Attendees also have the opportunity to talk with the operators and learn about the jobs they perform, how the vehicle helps with their work and pedestrian and bicycle safety around their vehicles.

The admission to Sweet Dreams Touch-A-Truck is free so that all demographics can attend. The event is held in a location that has primary access for neighborhood walkers and those that use public transportation. We do have a minimal charge for some activities such as a dunking booth, bounce houses, food, and photo booths. Profits from these collections are included in the funds raised for the selected charity. For the events in the past, and for the upcoming event this year, the first 500 children have had the opportunity to be fitted with a free, brand new bicycle helmet courtesy of the Florida Department of Transportation's Safe Routes to Schools Grant (with fittings provided by Gainesville Fire Rescue and the City of Gainesville Bike and Pedestrian Program).

Who conducts the activity?

The development, organization, and delivery of the activities shall initially be conducted by the Sweet Dreams Foundation Board. The Board has been deemed the best assets for carrying out such activities due to the member's professional backgrounds and experiences. After the initial planning and development of the events, the Board will call on other public and private agencies, organizations, and companies to assist with providing resources for the events (i.e. Staff time, vehicles, and materials).

When is the activity conducted?

At this time, the Sweet Dreams Touch-A-Truck is the main activity and it is conducted annually. Scheduling is dependent on:

- Board Members availability,
- location availability,
- public demand,
- budgeting, and
- availability of resources

What city is the activity conducted in?

The Foundation's target delivery area for the Sweet Dreams Touch-A-Truck Event will be the City of Gainesville in Florida. Historically, attendees have come from as far South as Marion County, Florida, as far West as Cedar Key, Florida, as far North as Lake City, Florida, and as far East as Putnam County, Florida. The benefiting charity of all of the Sweet Dreams Foundation, Inc. events will be located and/ or provide services within Alachua County, Florida.

How does the activity further your exempt purposes?

The Foundation was formed for educational and safety purposes as well as being able to provide an increase in quality of life and/ or safety for local citizens through monetary and/ or material support. The deliveries of events are educational in nature.

What percentage of your total time is allocated to the activity?

The Foundation allocates time as follows:

- 2%: Foundation's Annual Board Meeting (2 hrs.) – includes hearing presentations from potential charities for the next Sweet Dreams Touch-A-Truck Event, voting on said charities, and establish the goals of the Foundation for the fiscal year.
- 3%: Follow-Up Meeting for the Sweet Dreams Touch-A-Truck Event (3 hrs.) includes reviewing attendees surveys, listing vendors/ vehicles that worked well and were popular in demand, listing of vehicles/ vendors that did not follow the events established policies and procedures, discussing pros and cons of location, discussing pros and cons of advertisements used, assigning/ writing Thank You Notes, and planning the delivery of the raised funds and/ or materials collected.
- 11%: Set-Up, Delivery, and Clean-Up of Event (10 hrs.)- includes the time commitment the day of the Sweet Dreams Touch-A-Truck Event for set up of the event, running the event, and clean-up of the event.
- 84%: Preparation for the Sweet Dreams Touch-A-Truck Event (72 hrs.- 3 hrs. a week for 24 weeks) - includes the time commitment prior to the event. This time includes updating the website, developing promotional materials, processing public and private donations, coordinating facilities, coordinating vendors and vehicles, and other activities related to operations.

How is the activity funded?

The Sweet Dreams Foundation is funded primarily through contributions from the general public and from private organizations, including, but not limited to individuals, nonprofit organizations, government agencies, private companies, and corporations.

List alternative names under which you operate?

Due to the nature of our Foundation and the services we provide, we felt it beneficial to the public not to have alternative names under which we operate. We will solely be known as the Sweet Dreams Foundation, Inc.

Part V: Question 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.

Michael J Manfredi is President of Sweet Dreams Foundation, Beverly B Clapp is Treasurer and J P Wadsworth is an Assistant.

Beverly B Clapp provides accounting and bookkeeping services for Michael J Manfredi's company Sweet Dreams Ice Cream of Gainesville.

J P Wadsworth is materially involved in his spouse's company Digital Scribeworks. Digital Scribeworks provides website design, maintenance services and hosting expertise for Michael J Manfredi's company Sweet Dreams Ice Cream of Gainesville and for Beverly B Clapp's business Southeast Sharpening.

Part V: Question 2b: 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.

Michael J Manfredi is the owner of Sweet Dreams Ice Cream of Gainesville. Sweet Dreams Ice Cream of Gainesville sponsors the events that are created by Sweet Dreams Foundation by donating money, material goods and time. Sweet Dreams of Gainesville and Michael J Manfredi are not compensated for these donations.

Part V: Question 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.

Michael J Manfredi

President

Average hour expected per week: 3.25 hours over 27 weeks

RESPONSIBILITIES AS PRESIDENT

The President is responsible for ensuring that the Board of Directors: are aware of and fulfill their governance responsibilities; complies with applicable laws and bylaws; conducts board business effectively and efficiently; are accountable for their performance. In order to fulfill these responsibilities, the duties of the president are:

- Establishes and aid in achieving the overall long and short term goals, objectives and priorities for Sweet Dreams Foundation.
- Be the primary spokesperson for Sweet Dreams Foundation to the media and the community at large.
- Address Annual Meeting.
- Report to Board on status of major programs.
- A signing authority on behalf of the Board for financial and legal purposes.
- Represent the organization to Government and Municipal officials.
- Provides leadership and direction to the Board.
- Arrange for the Vice President to Chair meetings in the absence of the President.
- Represent the Sweet Dreams Foundation at community functions.
- In conjunction with the Board of Directors, set meeting agendas.
- Enhance relationships with other community groups and agencies.

QUALIFICAIONS

Michael has been successfully operating Sweet Dreams Ice Cream of Gainesville in Gainesville, Florida for the last eight years. His shop makes and sells many unique flavors of homemade ice cream. Leveraging the success of his ice cream shop, Mike has created several events and programs designed to boost business for his store or raise money and awareness for charities and causes in within the Gainesville community.

- Chocolate Night - Michael's shop creates 36 flavors of chocolate ice cream, brings in live music and with minimal advertising, this event brings over 1,000 attendees to purchase that days offerings. The event also features a contest in which everyone attempts to guess one Mystery Chocolate ice cream flavor.

- Miracle Flavor Night - Michael's shop gives the opportunity to children who are in the Children's Miracle Network at Shands Hospital in Gainesville, Florida to create their own special ice cream flavor. These flavors are then served during "Miracle Flavor Night." In partnership with Dance Marathon at the University of Florida, this one night event brings in over 1,000 people and raises over 2,200 dollars for the Children's Miracle Network at Shands Hospital.
- Flu Vaccination Reward Program - Michael offers a free ice cream cone to every public school child who gets a flu vaccination. Michael makes over 20,000 ice cream cones available for the program.
- Ice Cream Social - Once a month, Shands Hospital in Gainesville, Florida, hosts an ice cream social for the benefit of children who are patients at the hospital and their visiting family members. Michael supplies and serves his shop's ice cream at the ice cream social.
- Dance Marathon Sponsor - Once a year, the University of Florida hosts the Dance Marathon event. This event raises money for the Children's Miracle Network. Michael is 7,500+ dollar sponsor in-cash and in-kind donations for this event.
- In House Fund Raising Program - Three out of seven days a week, Michael allows local groups to hold a fund raiser at his shop to raise money for their cause.
- Herpetological Society – Michael was the past president of the Gainesville Herpetological Society. During his term as president he increased membership by 25 percent.
- Sweet Dreams Touch-a-Truck – Michael, working in conjunction with the Gainesville Fire Rescue has been organizing the Sweet Dreams Touch-a-Truck event for the last three years. As described in Part IV, at Sweet Dreams Touch-A-Truck citizens are able to get up close to large and/ or unique vehicles they may see on the roadways. Children have the opportunity to climb into and/ or on vehicles such as fire engines, law enforcement vehicles, tree trimming vehicles, school buses, bucket trucks, construction vehicles and more. Attendees also have the opportunity to talk with the operators and learn about the jobs they perform, how the vehicle helps with their work and pedestrian and bicycle safety around their vehicles. This event draws between 1500 and 1700 attendees.

Michael's vision and experience as a successful business owner and his experience working on non-profit fundraising events qualifies him to successfully manage and run Sweet Dreams Foundation to its potential.

Krista K Gonzalez

Vice President

Average hour expected per week: 3.25 hours over 27 weeks

RESPONSIBILITIES AS VICE PRESIDENT

To support and aid the President in carrying out the overall long and short term goals, objectives and priorities of Sweet Dreams Foundation.

- Aid in achieving the overall long and short term goals, objectives and priorities for Sweet Dreams Foundation.
- Be a spokesperson for Sweet Dreams Foundation to the media and the community at large.
- Report to Board on status of major programs.
- A signing authority on behalf of the Board for financial and legal purposes.
- Represent the organization to Government and Municipal officials.
- Provides leadership and direction to the Board.
- Represent the Sweet Dreams Foundation at community functions.
- Enhance relationships with other community groups and agencies.

QUALIFICATIONS

Krista Gonzalez has been employed as a Risk Reduction Specialist with the Gainesville Fire Rescue since 2006. As a Risk Reduction Specialist Krista performs the following duties:

- Analyzes and compares different health and safety equipment and programs, and develop focus groups to assist with the comparison of the equipment. After the analysis is finished, she makes recommendations to Gainesville Fire Rescue based on the findings.
- Writes grants and performs fundraising for various public and private programs.
- Schedule and conducts media interviews.
- Writes and distributes media releases.
- Supervises and manages public relations and journalism interns for Gainesville Fire Rescue.
- Provides internal and external education on both safety topics and departmental programs and procedures.
- Designs, develops, implements and evaluates public education programs based on fire and life safety topics. These programs are delivered to the citizens of Gainesville.
- Working with various city, county, and private agencies, Krista continues to develop a child sized village called Safety City.
- Partners with other safety and education organizations on a regular basis to aid in the development of safety programs and education.
- Responsible for Gainesville Fire Rescue's yearly education budget.

Since 2006, Krista has organized and conducted 1,313 public education events with a total attendance of 86,642. In 2011 alone, Krista conducted 213 events reaching 19,898 citizens.

Krista's related Professional Associations are:

- Kiwanis of Gainesville
- Safe Kids Coalition

Krista's related Licenses and Certifications are:

- Fire and Life Safety Educator
- Public Information Officer

Krista's related Accolades are:

- State of Florida 2009 Public Fire and Life Safety Educator of the Year
Awarded by the Florida Fire Chief's Association
- State of Florida 2009 Award of Excellence in Community Education Programs
Awarded by the Florida Fire Chief's Association

Krista's experience working with the media, acting as a safety educator, an event planner and event organizer uniquely qualify her to help manage Sweet Dreams Foundation towards realizing its vision of creating children's events that will benefit 501c3 organizations.

Beverly B Clapp

Treasurer

Average hour expected per year: 20

RESPONSIBILITIES AS TREASURER

The Treasurer's primary responsibility is to manage and report on Sweet Dreams Foundation's finances. These responsibilities include:

- Carries out the responsibilities of a member of the Board of Directors.
- Assists in the preparation of the budget.
- Monitors the budget.
- Ensures the Board's financial policies are being followed.
- Reports to the Board of Directors on finances.
- Prepares any required financial reporting forms.
- Maintains all bank accounts.
- Oversees all financial transactions.
- Treasurer's signature should appear on all checks of the organization with the second signature from any of the board's other directors or staff with signing authority.

QUALIFICATIONS

Beverly Clapp Majored in Accounting and Graduated with a B.S. Degree from the University of Alabama at Birmingham. She received her CPA Certification January of 1991 from the State of Alabama (Certificate Number: 4779.)

Currently Beverly Clapp maintains her own accounting practice in Gainesville Florida. This practice has been in operation since 1990. Her company performs the following services:

- Financial statement preparation for profit, non for profit, small business and corporations
- Federal and state tax return preparation for individuals, corporations, partnerships and not for profit entities.
- Audit performance and preparation.
- Maintain Accounts Payable, Accounts Receivable and Payroll records.
- Managed and supervised personnel in accounting from branch office.
- Read and interpret contracts from state, federal and industrial funding sources.
- Proficient in Peachtree, Solomon, QuickBooks and most accounting and tax preparation software.
- Procure and maintain adequate supplies and budgets.
- Budget maintenance and preparation.

Beverly has also acts as an independent contractor for Carolyn Goddard, CPA on an as needed basis since 2008.

Beverly's related Professional Associations are:

- American Institute of Certified Public Accountants
- Alabama Society of Certified Public Accountants
- Florida Institute of Certified Public Accountants

Beverly's accounting experience and her experience as a successful business owner qualifies her to help Sweet Dreams Foundation successfully manage and report on its finances.

J P Wadsworth

Assistant

Average hour expected per week: 3.25 hours over 27 weeks

RESPONSIBILITIES AS ASSISTANT

Provide aid to the President, Vice President and Treasurer in planning and managing events and resources for events which are being developed and implemented by Sweet Dreams Foundation.

QUALIFICATIONS

In 1999 J Wadsworth was employed by MarketTouch, a Direct Marketing Company as its Vice President of Technology. During his 7 year employment at the company he acted as the primary project manager for the analysis, design, final implementation and on-going maintenance of a data center to manage MarketTouch's direct marketing data. He was

responsible for the validation, suppression and final compilation of nearly 700 million records quarterly.

In 2010, J Wadsworth was enlisted to help in his wife's company Digital Scribeworks. Digital Scribeworks designs, builds and maintains websites. In addition to providing technical expertise for creating and maintaining websites, J Wadsworth has also designed and produced posters, fliers, post cards and other printed marketing material and performed email marketing campaigns.

In 2011 J Wadsworth aided in soliciting, organizing and managing volunteers for the 2nd Annual Sweet Dreams Touch-a-Truck event. He also produced a postcard advertisement that was delivered to most of the schools in the Gainesville area.

In 2012 J Wadsworth organized and solicited several local businesses to create and market a Food Drive for the Food4Kids Backpack Program of North Florida. The Food Drive is intended to rotate quarterly to a new business in a new part of town in order to help raise the 4.2 tons of food needed monthly by the Food4Kids Backpack Program. J developed the advertising material and a reusable barometer bar for the Food Drive.

J Wadsworth's previous experience in projects management and his ability to design develop and implement websites, print literature and email marketing campaigns is an asset to the Board of Sweet Dreams Foundation.

Part V: Question 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.

The conflict of interest policy can be found in Appendix B – Sweet Dreams Foundation Bylaws, on page 4, Article V: Conflict of Interest Policy. The policy has been adopted by the Board of Directors when it voted to adopt the Sweet Dreams Foundation Bylaws.

Part VI: Question 1b: 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.

The purpose of our corporation as stated in the Articles of Incorporation and the Bylaws is: "Said corporation is organized and shall be operated exclusively for charitable purposes such as, public safety education, youth outreach and fundraising for organizations that qualify as exempt under Internal Revenue Code Section 501(c)3."

Currently Sweet Dreams Foundation uses children's events as a vehicle for raising funds for organizations that qualify as exempt under Internal Revenue Code Section 501(c)3. We are currently planning a Touch-a-Truck event (<http://www.sweetdreamstouchatruck.com>) to raise funds for the Children's Miracle Network.

Part VIII: Question 4a: Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)
Attach a description of each fundraising program.

Mail Solicitations:

Sweet Dreams Foundation may send information regarding planned events seeking donations, sponsorships, volunteers or supplies needed for the events or the events' featured charities through direct mail to private businesses, organizations and households.

Email Solicitations:

Through direct email to private businesses, organizations and households, Sweet Dreams Foundation may send information regarding planned events seeking donations, sponsorships, volunteers or supplies needed for the events or the events' featured charities.

Personal Solicitations:

In order to solicit and secure donations, sponsorships, volunteers or supplies needed for planned events or for the event's featured charity, we may find it necessary to make personal solicitations by Directors or volunteer agents of the Board to private businesses or organizations.

Foundation Grant Solicitations:

In order to help fund events and to increase the proceeds available after an event for the featured charity, Sweet Dreams may discover and apply for grants from foundations for which the event or the featured charity may qualify.

Phone Solicitations:

To solicit donations, sponsorships, volunteers or supplies needed for planned events or the events' featured charities from private businesses, organizations and households, Sweet Dreams Foundation may perform phone solicitation to disseminate information regarding the planned events and featured charities.

Accept Donations on Your Website:

As a future initiative, Sweet Dreams Foundation may add the ability to its website or its' events websites to collect donations to support a planned event or an event's featured charity.

Government Grant Solicitations:

In order to help fund events and to increase the proceeds available after an event for the featured charity, Sweet Dreams may discover and apply for grants from government agencies for which the event or the featured charity may qualify.

Part VIII: Question 4c: 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.

For each Sweet Dreams Foundation planned event, a 501c3 will be selected as the benefitting charity for the event. The benefitting charity will receive 100% of the proceeds after the costs of the event have been settled. The benefitting charity is selected by the Board of Directors, there are no contracts or agreements with the benefitting charities.

Part VIII: Question 4d: 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.

Sweet Dreams Foundation will perform all of its own fundraising.

Sweet Dreams Foundation may conduct fundraising for its planned events and the events' featured 501c3 charities in the following jurisdictions:

- Alachua County, Florida
Alachua County will be the primary jurisdiction we perform fundraising in.
- Marion County, Florida
- Levy County, Florida
- Gilchrist County, Florida
- Union County, Florida
- Bradford County, Florida
- Putnam County, Florida
- Clay County, Florida
- Columbia County, Florida

Part IX: Section A Line 9: Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes.

	Tax Year 2012	Tax Year 2013	Tax Year 2014
Touch-a-Truck Event Vendor/Vehicle Registrations	20 Vendors x \$50: \$1000 Total: \$1000	30 Vendors x \$50: \$1500 Total: \$1500	40 Vendors x \$50: \$1000 Total: \$2000
Touch-a-Truck Event Sponsorships	\$250 x 4 Sponsors: \$1000 \$500 x 1 Sponsor: \$500 Total: \$1500	\$250 x 5 Sponsors: \$1250 \$500 x 2 Sponsor: \$500 Total: \$2250	\$250 x 5 Sponsors: \$1250 \$500 x 2 Sponsor: \$500 \$1000 x 1 Sponsor: \$1000 Total: \$3250
Touch-a-Truck Event Food and Activity Sales	Activity Sales: \$400 Food Sales: \$600 Total: \$1000	Activity Sales: \$750 Food Sales: \$1000 Total: \$1750	Activity Sales: \$1000 Food Sales: \$1250 Total: \$2250
Total Revenue:	\$3500	\$5500	\$7500

Part IX: Section A Line 15: Contributions, gifts, grants, and similar amounts paid out.

	Tax Year 2012	Tax Year 2013	Tax Year 2014
Touch-a-Truck Event proceeds distributed to benefitting 501c3 charity	Children's Miracle Network: \$2200	501c3 Charity to be determined: \$3900	501c3 Charity to be determined: \$5600

APPENDIX

A

Date of this notice: 03-09-2012

Employer Identification Number:
45-4742129

Form: SS-4

Number of this notice: CP 575 E

SWEET DREAMS FOUNDATION
3437 W UNIVERSITY AVE
GAINESVILLE, FL 32607

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 45-4742129. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, *Tax Exempt Status for Your Organization*, has details on the application process, as well as information on returns you may need to file. To apply for formal recognition of tax-exempt status, most organizations will need to complete either Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code*, or Form 1024, *Application for Recognition of Exemption Under Section 501(a)*. Submit the completed form, all applicable attachments, and the required user fee to:

Internal Revenue Service
PO Box 12192
Covington, KY 41012-0192

The Pension Protection Act of 2006 contains numerous changes to the tax law provisions affecting tax-exempt organizations, including an annual electronic notification requirement (Form 990-N) for organizations not required to file an annual information return (Form 990 or Form 990-EZ). Additionally, if you are required to file an annual information return, you may be required to file it electronically. Please refer to the Charities & Non-Profits page at www.irs.gov for the most current information on your filing requirements and on provisions of the Pension Protection Act of 2006 that may affect you.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

APPENDIX

B

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of SWEET DREAMS FOUNDATION, INC., a corporation organized under the laws of the State of Florida, filed on March 7, 2012, effective February 29, 2012, as shown by the records of this office.

The document number of this corporation is N12000002552.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Fifth day of April, 2012



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

**Electronic Articles of Incorporation
For**

N12000002552
FILED
March 07, 2012
Sec. Of State
rvarnadore

SWEET DREAMS FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SWEET DREAMS FOUNDATION, INC.

Article II

The principal place of business address:

3437 WEST UNIVERSITY AVENUE
GAINESVILLE, FL. US 32607

The mailing address of the corporation is:

3437 WEST UNIVERSITY AVENUE
GAINESVILLE, FL. US 32607

Article III

The specific purpose for which this corporation is organized is:

SAID CORPORATION IS ORGANIZED AND SHALL BE OPERATED
EXCLUSIVELY FOR CHARITABLE PURPOSES SUCH AS, PUBLIC SAFETY
EDUCATION, YOUTH OUTREACH AND FUNDRAISING FOR ORGANIZATIONS
THAT QUALIFY AS EXEMPT UNDER INTERNAL REVENUE CODE SECTION
501(C)3.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

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

MICHAEL J MANFREDI
3437 WEST UNIVERSITY AVENUE
GAINESVILLE, FL. 32607

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: MICHAEL J MANFREDI

Article VI

The name and address of the incorporator is:

J P WADSWORTH
9512 SW 101ST AVE

GAINESVILLE, FL 32608

Electronic Signature of Incorporator: J P WADSWORTH

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MICHAEL J MANFREDI
3437 WEST UNIVERSITY AVENUE
GAINESVILLE, FL. 32607 US

Title: VP
KRISTA K GONZALEZ
1025 NE 13TH STREET
GAINESVILLE, FL. 32601 US

Title: T
BEVERLY B CLAPP
3123 NW 27TH AVENUE
GAINESVILLE, FL. 32605 US

Title: A
J P WADSWORTH
9512 SW 101ST AVENUE
GAINESVILLE, FL. 32608 US

Article VIII

The effective date for this corporation shall be:

02/29/2012

APPENDIX

C

Bylaws of Sweet Dreams Foundation, Inc.

Article I **Organization and Purpose**

1.1 PURPOSE.

Said corporation is organized and shall be operated exclusively for charitable purposes such as, public safety education, youth outreach and fundraising for organizations that qualify as exempt under Internal Revenue Code Section 501(c)3.

1.2 RESTRICTIONS ON POLITICAL OR LEGISLATIVE ACTIVITIES.

No substantial part of the activities of the Corporation shall be to the carrying or 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 provision of these 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

1.3 ORGANIZATION.

Subject to the limitations contained in the Articles of Incorporation and in these Bylaws, and to the provisions of law requiring corporate action to be exercised, authorizes and approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be conducted and controlled by such board.

Article II **Board of Directors**

2.1 NUMBER AND QUALIFICATIONS.

The minimum size of the Board of Directors shall be three (3). The Board of Directors shall always consist of a President, a Vice President and a Treasurer. A quorum of directors at any meeting may vote to establish titles, duties and qualifications of any new board position. A quorum of directors at any meeting may vote to eliminate a board position EXCEPT for President, Vice President or Treasurer. The maximum size of the Board of Directors shall be ten (10). All directors shall be of full age.

2.2 ELECTION AND TERM OF OFFICE.

A candidate for a director position must be nominated by a board member in good standing. A nominated candidate may be elected to the Board of Directors by a quorum at any meeting. Each director shall hold office until a successor has been duly elected, or until the director position is eliminated, or until the director resigns, or until the director is removed in the manner hereinafter provided or until death.

2.3 COMPENSATION.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Board or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article III of the Articles of Incorporation.

2.4 QUORUM.

A majority of the Board of Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

2.5 MANNER OF ACTING.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.6 PRESUMPTION OF ASSENT.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director submits to the President and Vice President a written dissent to such action. A written dissent must be submitted within fifteen (15) days. Such right to dissent shall not apply to a Director who voted in favor of such action. All qualified written dissents must be made available upon request.

2.7 INFORMAL ACTION BY BOARD.

Any action required or permitted to be taken by any provision of law, of the Articles of Incorporation or of these bylaws at any meeting of the Board of Directors may be taken without a meeting if a written consent is granted by all members of the Board of Directors.

2.8 DELEGATION OF DUTIES.

In the absence of, or disability of, any Director of the Corporation for any reason deemed sufficient by the Board of Directors, the Board may delegate the powers or duties to any other Director for the time being.

2.9 VACANCIES.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by the Articles of Incorporation, or by law.

2.10 REMOVAL.

Any Director may be removed by a quorum at any meeting whenever, in the judgment of a quorum; the best interests of the Corporation will be served thereby.

2.11 DISQUALIFICATION.

If any director becomes legally disqualified from performing the duties of the Corporation, is elected to public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon the Director's continued rendering of such professional services, then such director shall no longer be qualified to serve as a Director of the Corporation and shall be deemed to have forthwith submitted their resignation as a director of the Corporation.

Article III Meetings

3.1 ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held within the three (3) month period beginning the first day of the first month of the fiscal year of the Corporation for the purpose of establishing the goals of the Corporation for the year. A quorum must be present at the Annual Meeting.

3.2 NOTICE OF ANNUAL MEETING.

Notice of the place, day and hour of the Annual Meeting shall be delivered not less than fifteen (15) days prior to the date of the meeting either personally, or by mail, or by e-mail or by telephone to each Director.

3.3 REGULAR MEETINGS.

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined from time to time by the Board of Directors.

3.4 RECORD OF PROCEEDINGS.

A record of proceedings must be kept for the annual meeting and any meeting where there is a quorum of the Board of Directors present. The record will contain the date and hour of the meeting, attending Directors, an explanation of significant motions and a list of assenting and dissenting Directors. Any motion pertaining to financial payout, alteration of these bylaws, alteration of the Articles of Incorporation, changes to the

Board of Directors and all conflicts of interest must be recorded. These records will be made public upon request.

Article IV Fiscal Year

The fiscal year of the Corporation shall be the twelve-month period selected by the Board of Directors as the taxable year of the Corporation for federal tax purposes.

Article V Conflict of Interest Policy

5.1 PURPOSE.

The purpose of this Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

A financial interest is not necessarily a conflict of interest. Under Article V, Section 5.3.2, a person who has a financial interest may have a conflict of interest only if a quorum decides that a conflict of interest exists.

5.2 DEFINITIONS.

5.2.1 Interested Person: Any Director who has a direct or indirect financial interest, as defined below, is an interested person.

5.2.2 Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

5.2.3 Compensation: any direct and indirect remunerations as well as gifts or favors that are not insubstantial.

5.3 PROCEDURES.

5.3.1 Duty to Disclose.

In connection with any actual or possible conflict or interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

5.3.2 Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board while the determination of a conflict of interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.

5.3.3 Addressing the Conflict of Interest.

- a. An interested person may make a presentation to the Board, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

5.3.4 Violation of the Conflict of Interest Policy.

- a. If the Board or committee has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board determines the Director has

failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article VI

Indemnification

The Corporation shall indemnify any director, officer or former director or officer of the Corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made party by reason of being or having been a Director of the Corporation, except in relation to matters as to which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

Article VII

Asset Distribution

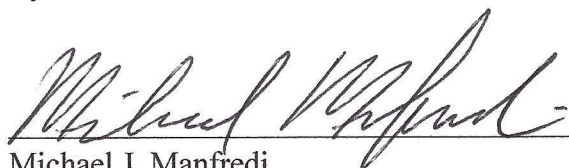
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes as shall at the time qualify as an exempt organization or the organization under 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, the Court shall determine, which are organized and operated exclusive for such purposes.

Article VIII

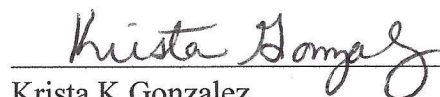
Amendments

The articles may be amended in the manner provided by the Florida Not for Profit Corporation Act in effect at the time of amendment, and as prescribed by the Corporate bylaws.

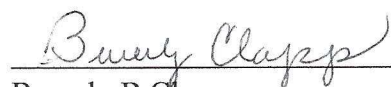
By Resolution of the Board of Directors for the Sweet Dreams Foundation, Inc. we adopt these Bylaws effective 3/29/2012.



Michael J. Manfredi
President



Krista K Gonzalez
Vice President



Beverly B Clapp
Treasurer



J.P. Wadsworth
Assistant