

**G05851**

LAW OFFICES

DAVID B. VAN KLEECK, P.A.

A PROFESSIONAL CORPORATION

980 NORTH FEDERAL HIGHWAY, SUITE 440

BOCA RATON, FLORIDA 33432

TELEPHONE (561) 368-3400

TELECOPIER (561) 338-3441

E-Mail: 75773.2231@compuserve.com

DAVID B. VAN KLEECK

OF COUNSEL:  
CHARLES A. BUTTS \*  
\* ALSO ADMITTED IN NEW YORK

April 30, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Charity Management Corp.  
formerly named VKNS Corp.

Dear Sirs:

I enclose the original and one copy of Restated Articles of Incorporation for Charity Management Corp., together with a check in the amount of \$35.00, representing the filing fee. Please file the original and return the photocopy to this office in the enclosed reply envelope with the date of filing indicated thereon.

Sincerely,

*David B. Van Kleeck/jmc*

David B. Van Kleeck

DVK/jmc  
enclosures

600002510556-4  
-05/05/98-01028-016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
98 MAY -5 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 8 1998

LAW OFFICES  
**DAVID B. VAN KLEECK, P. A.**

A PROFESSIONAL CORPORATION  
980 NORTH FEDERAL HIGHWAY, SUITE 440  
BOCA RATON, FLORIDA 33432  
TELEPHONE (561) 368-3400

TELECOPIER (561) 338-3441  
E-Mail: 75773.2231@compuserve.com

DAVID B. VAN KLEECK

July 6, 1998

OF COUNSEL:  
CHARLES A. BUTTS \*  
\* ALSO ADMITTED IN NEW YORK

Ms. Thelma Lewis  
Corporations Division  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

**Re: VKNS CORP.  
Ref. No. G05851**

Dear Ms. Lewis:

Per our telephone conversation just before I left on vacation, I am enclosing herewith the original and a copy of my April 30, 1998, Amendment to the Articles of Incorporation of VKNS Corp. (thereafter to be known as Charity Management Corp.).

Please stamp the copy appropriately and return it to me in the postage prepaid envelope enclosed for that purpose.

I appreciate your involvement and assistance, and hope that this can be processed promptly reflecting that April 30 was the date the Amendment was to be effective.

Again, my thanks.

Sincerely,



David B. Van Kleeck

DVK:mes

Enclosures

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 2, 1998

DAVID B. VAN KLEECK  
LAW OFFICES DAVID B. VAN KLEECK, P.A.  
980 N. FEDERAL HWY., SUITE 440  
BOCA RATON, FL 33432

SUBJECT: VKNS CORP.  
Ref. Number: G05851

We have received your document for VKNS CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 598A00030877

LAW OFFICES

DAVID B. VAN KLEECK, P.A.

A PROFESSIONAL CORPORATION  
980 NORTH FEDERAL HIGHWAY, SUITE 440  
BOCA RATON, FLORIDA 33432  
TELEPHONE (561) 368-3400

TELECOPIER (561) 338-3441

E-Mail: 75773.2231@compuserve.com

DAVID B. VAN KLEECK

May 22, 1998

OF COUNSEL:

CHARLES A. BUTTS \*

\* ALSO ADMITTED IN NEW YORK

Ms. Teresa Brown, Corporate Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: VKNS CORP.  
Ref. No. G05851

Dear Ms. Brown:

I have your May 12th letter.

As the name "VKNS CORP." appears in the document I submitted exactly as it appears on the printout you sent, I am somewhat mystified about what you mean by "correcting" it. I hope putting the old name of the corporation at the head of the document instead of the new one is what you want.

As to statements needed, the contents of a certificate at the end of the document meet the requirements and purpose of the Statute, which are to see that changes are not made in the Articles without the consent of those entitled to vote on them.

Because I am the sole shareholder and the sole director, if I take an action about the corporation it has the approval of 100 percent of the shareholders and it has the approval of 100 percent of the directors.

The Statute wording has in mind a typical corporation in which the directors and shareholders are not necessarily the same people, and there are several of each. Where that is not the case, and only 1 person has an interest, the enclosed form of certificate is much more appropriate and efficient.

As to "initial" or "first", I have changed the only place either word was used in the document. I am again enclosing a pre-addressed envelope for your use in returning a stamped copy of the restated articles as filed.

If you are still unhappy with the enclosed, please give me the name, address and phone number of the legal counsel who advises you in such matters.

Thank you for your attention to this.

Sincerely,



David B. Van Kleeck

DVK:mes

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 12, 1998

DAVID B. VAN KLEECK  
LAW OFFICES DAVID B. VAN KLEECK, P.A.  
980 N. FEDERAL HWY., SUITE 440  
BOCA RATON, FL 33432

SUBJECT: VKNS CORP.  
Ref. Number: G05851

We have received your document for VKNS CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 698A00026117

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**VKNS CORP.**

**FILED**  
98 MAY -5 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby execute these Articles for the purpose of amending in their entirety the Articles of Incorporation of VKNS CORP., a corporation organized under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall henceforth be CHARITY MANAGEMENT CORP.

**ARTICLE II**

**PURPOSES**

Section 1. This corporation (the "Corporation") is organized for the primary purposes of providing management information, skills, training and services to entities that qualify as organizations under Section 501 © (3) of the Code, and/or such section(s) thereof as may in the future deal with income-tax exempt and/or estate-tax-exempt entities, in order to assist such entities in operating more effectively or efficiently (or both), and thus enhance the beneficial social effects of such entities.

Section 2. This Corporation may engage in any and all activities not forbidden by law, whether or not related to any stated primary purpose(s).

**ARTICLE III**

**SHAREHOLDERS**

Section 1. Except to the extent waived by the then shareholders, there shall be a meeting of the shareholders at least once each calendar year. Except to the extent that a regularly recurring date, time and/or place for shareholder meetings are from time to time specified in the by-laws, all such meetings shall be upon written notice given not less than 10 days in advance.

Section 2. The Board may establish as a quorum, for conduct of business at shareholders' meetings, the holder(s) of a number of shares less than a majority of all shares.

**ARTICLE IV**

**TERM OF EXISTENCE**

The term of existence of this Corporation shall be perpetual, subject to applicable law.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

Unless and until properly changed, (a) the street address of the registered office of this Corporation is 980 North Federal Highway, Suite 440, Boca Raton, FL 33432 and (b) the registered agent of this Corporation at that address is DAVID B. VAN KLEECK.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

Unless and until properly changed, the street address of the initial principal office of this Corporation is 2770 Indian River Boulevard, Suite 316, Vero Beach, Florida 32960.

**ARTICLE VII**  
**CAPITAL STOCK**

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 5,000 shares of \$1.00 par value common stock.

**ARTICLE VIII**  
**DIRECTORS**

Section 1. The number of Directors shall be set by the Board from time to time and shall not be less than one (1) or more than (7). The present number of Directors shall be one.

Section 2. The name and address of the present Director are:

David B. Van Kleeck	3001 Calcutta Drive
	Vero Beach, FL 32960

Section 3. The manner of election or removal of Directors shall be as stated in these Articles, and By-Laws and/or policies adopted by the Board from time to time.

Section 4. Between shareholders' meetings, the Board may (a) remove a Director (by whomever elected) with or without cause, and/or (b) designate the Director(s) whose term shall be deemed ended as a result of any reduction(s) in Board size.

Section 5. The Directors shall fill vacancies in the Board arising from death, disability, removal by the Board, or increase



in the number of Directors, effective only until the next regular or special shareholders' meeting.

Section 6. The Board may elect to stagger terms of Board members. No term may exceed three (3) years.

Section 7. There shall be no limit on the number of terms a Director may serve, whether or not consecutively.

#### **ARTICLE IX**

##### **BYLAWS**

By-Laws of the Corporation shall be adopted, made effective, suspended, amended or rescinded by a majority vote of the Board.

#### **ARTICLE X**

##### **AMENDMENTS**

Excepting only that the shareholder(s) shall be entitled to notice of, or voice in, such amendment(s) as decrease the rights and/or powers of any shareholder(s), these Articles of Incorporation may be restated in their entirety, and/or otherwise amended, by a majority vote of the Board alone.

#### **ARTICLE XI**

##### **PROHIBITION OF CERTAIN ACTIVITIES**

Provided that there shall in any and all events and times be at least two persons who would be left eligible to vote on such matters:

A. Other than answering questions and/or offering explanations as requested, and/or being notified of and responding to information detrimental to him or her which may be brought before any Board or shareholders' meeting(s), no shareholder or

Director shall participate, at any meeting(s), in discussion with respect to any matters in which he or she has a material conflict of interest, including but not limited to his or her removal from office.

B. No shareholder or Director having such conflict shall be present at, or participate in, debate and/or voting with respect to such matter(s).

## **ARTICLE XII**

### **DISSOLUTION**

Section 1. Upon the dissolution of this Corporation, the Board shall, after paying or making provision for the payment of all of its liabilities, dispose of its remaining assets exclusively for its purposes.

Section 2. Any asset(s) not disposed of as provided above shall be disposed of exclusively for the purposes of this Corporation, by the highest Court for the County in which this Corporation then has its principal office which then has original jurisdiction in regard to its dissolution, or by such other Court (if any) as may then have competent jurisdiction in such regard, as the Board may elect.

## **ARTICLE XII**

### **DEFINITION**

The United States Internal Revenue Code, as from time to time (I) amended (by complete restatement, retitling and/or otherwise), and/or (ii) supplemented by other applicable law bearing on its

interpretation and/or application, is in these Articles referred to as "the Code".

References to present portions of the Code shall be construed as non-exclusive and non-comprehensive examples.

SUBSCRIBED to this 30<sup>th</sup> day of April, 1998.

  
\_\_\_\_\_  
DAVID B. VAN KLEECK, Sole Director  
and Sole Shareholder

The undersigned hereby certifies that:

1. He is the same person who signed the above Restated Articles of Incorporation.
2. He is the sole shareholder of the Corporation therein named.
3. He is also the sole Director of said Corporation.
4. No notice to, participation by, and/or vote or consent of any other person is necessary for him to effect said Restatement.

  
\_\_\_\_\_  
DAVID B. VAN KLEECK - President

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