

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N00000004844

*The Kelley Family Charitable
Foundation, Inc*

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*****70.00 *****70.00

- Art of Inc. File *Photo*
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval *T. Duren*
- Courier

FILED
 00 JUL 21 PM 12:06
 RECEIVED
 00 JUL 24 AM 10:10
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE AND
 FINANCIAL SERVICES
 TALLAHASSEE, FLORIDA

Signature _____

Requested by: *LM* *7/24* *8:51*

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

JUL 24 2000

**ARTICLES OF INCORPORATION
OF
THE KELLEY FAMILY CHARITABLE FOUNDATION, INC.**

FILED
00 JUL 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Nonprofit Corporation

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a not-for-profit Corporation under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the Corporation is **THE KELLEY FAMILY CHARITABLE FOUNDATION, INC.**

ARTICLE TWO

Principal Office and Address

The address of the principal office of the Corporation is 1600 Jean Lafitte Road, Boca Grande, Florida 33921, and the mailing address of the Corporation is **THE KELLEY FAMILY CHARITABLE FOUNDATION, INC., c/o Greg A. Betterton, Attorney at Law, 981 Ridgewood Avenue, Suite 101, Venice, Florida 34292.**

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE FOUR

Purpose

The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use

and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE FIVE

Limitations

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

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

ARTICLE SIX

Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than three (3).

ARTICLE SEVEN

Initial Directors

The name and street address of the member of the initial Board of Directors is:

Brad M. Kelley
1600 Jean Lafitte Drive
Boca Grande, Florida 33921

Susan Bush Kelley
1600 Jean Lafitte Drive
Boca Grande, Florida 33921

Greg A. Betterton
981 Ridgewood Avenue, #101
Venice, Florida 34292

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected.

ARTICLE EIGHT

Registered Office and Agent

The street address of the initial registered office of this Corporation in the State of Florida is 981 Ridgewood Avenue, Suite 101, Venice, Sarasota County, Florida 34292. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Greg A. Betterton, Attorney at Law. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE NINE

Incorporators

The name and street address of the undersigned as incorporator of these Articles of Incorporation is: Greg A. Betterton, Attorney at Law, 981 Ridgewood Avenue, Suite 101, Venice, Florida 34292.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17th day of July, 2000.

 (SEAL)
GREG A. BETTERTON, Attorney at Law

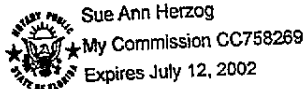
STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary, personally appeared GREG A. BETTERTON, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 17th day of July, 2000.

Sue Ann Herzog
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Greg A. Betterton, Attorney at Law
981 Ridgewood Avenue, Suite 101
Venice, Florida 34292

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)

GREG A. BETTERTON, Attorney at Law