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BOARD CERTIFIED
TAX LAWYER

May 11, 2000

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

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-05/15/00--01123--011
*****70.00 *****70.00

Re: THE KESLER MENTORING CONNECTION, INC.

Gentlemen:

Enclosed for filing is the executed original of the articles of incorporation of the above referenced corporation, together with a copy to be marked as received and returned to me, and a certificate of registered agent.

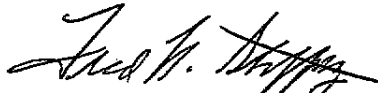
Also enclosed is a check in the amount of \$70.00 to cover the folling filing fees:

Filing fee	\$35.00
Designation of registered agent	<u>35.00</u>

TOTAL \$70.00

If you have any questions concerning this proposed incorporation, please give me a call.

Sincerely,


Fred H. Steffey

FHS:dmp
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Enclosures

cc: Ms. Deborah S. Pass
Mr. Charles Cromer

00 MAY 15 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 19 2000

**ARTICLES OF INCORPORATION
OF
THE KESLER MENTORING CONNECTION, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation for charitable, educational and scientific purposes under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article I
Name and Principal Office

Section 1.1. Name. The name of the corporation is THE KESLER MENTORING CONNECTION, INC.

Section 1.2. Principal Office. The street address and mailing address of the principal office of the corporation is 9700 Phillips Highway, Suite 101, Jacksonville, Florida 32256.

Article II
Duration

Section 2.1. Duration. The corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Purposes

Section 3.1. Purposes. The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, but not limited to, (a) the establishment, maintenance and operation of a youth mentoring resource center for the Jacksonville, Florida metropolitan area to recruit, screen and train volunteers to serve as youth mentors for charitable organizations that maintain youth mentoring programs; provide consultation services and assistance to charitable organizations that maintain youth mentoring programs or that wish to establish such programs; collect data regarding youth mentoring activities in the area; and coordinate youth mentoring activities in the area, and (b) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code"), and not for pecuniary profit.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 15 PM 3:02

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Article IV **Membership**

Section 4.1. Members. The only members of the corporation shall be the persons who from time to time constitute the members of the Board of Trustees.

Section 4.2. Qualifications; Number; Admission. The only qualification for membership is membership on the corporation's Board of Trustees. The number and the manner of admission of Trustees are set forth in Article VI of those Articles and in the Bylaws of the corporation.

Article V **Initial Registered Office and Resident Agent**

Section 5.1. Office Address. The street address and the mailing address of the initial registered office of this corporation is 9700 Phillips Highway, Suite 101, Jacksonville, Florida 32256

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Deborah S. Pass.

Article VI **Board of Trustees**

Section 6.1. Number. The Board of Trustees of the corporation shall consist of such number of persons as shall be provided in the Bylaws of the corporation; however, in no event shall the Board of Trustees consist of less than three (3) persons.

Section 6.2. Selection. The members of the Board of Trustees shall be elected annually by the members of the Board of Trustees then serving as provided in the Bylaws of the corporation.

Section 6.3. Names and Addresses of Initial Members of the Board of Trustees. The names and mailing addresses of the members of the first Board of Trustees of the corporation are:

Guy Cuddihee, 1 Independent Drive, Suite 215, Jacksonville, FL 32202-5039
John Falconetti, 2472 Dennis Street, Jacksonville, FL 32205
Deborah S. Pass, 9700 Phillips Highway, Suite 101, Jacksonville, FL 32256
Thomas E. Quinlan, 4600 Beach Boulevard, Jacksonville, FL 32207

Section 6.4. Executive Committee. The Board of Trustees may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Trustees.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

Section 7.1. Name. The name of the incorporator of the corporation is Deborah S. Pass.

Section 7.2. Address. The address of the incorporator of the corporation is 9700 Phillips Highway, Suite 101, Jacksonville, FL 32256.

ARTICLE VIII

STOCK AND DIVIDENDS PROHIBITED; MEMBERS' LIABILITY

Section 8.1. Stock and Dividends. The corporation shall have no capital stock and shall pay no dividends.

Section 8.2. Members' Liability. The private property of the members of the corporation shall not be liable for any obligation of the corporation.

ARTICLE IX

LIMITATIONS ON ACTIONS

Section 9.1. Limitations on Distributions to Members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or any private 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 in Article III.

Section 9.2. Limitations on Political Activity. No substantial part of the activities of the corporation 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.

Section 9.3. Limitations in General. 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) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X

DISTRIBUTION OF ASSETS ON DISSOLUTION

Section 10.1. Distribution By Trustees. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation as set forth in Article III, including distributions to such organizations organized and operated for such purposes as the Board of Trustees shall determine, provided that at the time they qualify as exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible under section 170(a)(2) of the Code.

Section 10.2. Distribution By Circuit Court. Any assets of the corporation not distributed by the trustees pursuant to Section 10.1 shall be distributed by the circuit court of the county in which the principal office of the corporation is then located exclusively to such Section 501(c)(3) qualifying organizations as said court shall determine.

ARTICLE XI

POWERS

Section 11.1. Powers in General. Subject to the restrictions and limitations set forth in Articles IX and X, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida and to make donations for charitable, educational and scientific purposes.

Section 11.2. Private Foundation Limitations. Notwithstanding any contrary provision of these Articles, during any period when the corporation shall be classified as a private foundation, as that term is defined in Section 509(a) of the Code, the corporation's powers shall be subject to the limitations set forth in Section 617.0835 of the Florida Statutes (or any comparable law in effect in Florida from time to time), the provisions of which section are incorporated in these Articles by this reference.

IN WITNESS WHEREOF, the incorporator has executed these Articles this
10 day of May, 2000.



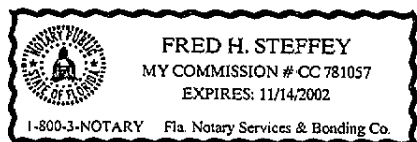
 DEBORAH S. PASS

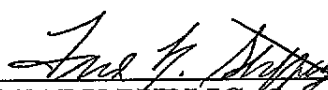
INCORPORATOR

STATE OF FLORIDA)
)
 COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **DEBORAH S. PASS** (Known to me ☒ or Type of Ident. & No.: _____) and who executed the foregoing document, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of May, 2000.



 (SEAL)
 NOTARY PUBLIC, State of Florida
 PRINT NAME Fred H. Steffey

My Commission Expires: 11-14-2002

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND RESIDENT AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §§48.091 and 607.0501, the following is submitted:

THE KESLER MENTORING CONNECTION, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates **DEBORAH S. PASS** as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 9700 Phillips Highway, Suite 101, Jacksonville, Florida 32256.

THE KESLER MENTORING CONNECTION, INC.

By 
DEBORAH S. PASS, Incorporator

Date: 5/10/00

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the proper and complete performance of my duties.


DEBORAH S. PASS

Date: 5/10/00

FILED
00 MAY 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA