

NO 10000000359



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NEW PORT RICHEY FINANCIAL CENTER
4821 US HIGHWAY 19
SUITE #3
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January 10, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-01/16/01--01159--005
*****70.00 *****70.00

RE: KALOGIANIS FOR CONGRESS, INC.

Gentlemen:

Enclosed herewith is the original and a copy of the Articles of Incorporation for **KALOGIANIS FOR CONGRESS, INC.**, along with our check in the amount of \$70.00 to cover the following costs:

Filing Fee	\$ 35.00
Resident Agent	\$ 35.00

Please return a copy. Your cooperation is greatly appreciated.

Sincerely yours,

KALOGIANIS & ASSOCIATES, P.A.

Constantine Kalogianis

Constantine Kalogianis, Esq.

CK:bar

Enclosures: 3

FILED
01 JAN 16 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNED IN MY ABSENCE
TO AVOID DELAY

ARTICLES OF INCORPORATION
for
KALOGIANIS FOR CONGRESS, INC.
(A Florida Corporation Not For Profit)

FILED
01 JAN 16 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a Florida corporation not for profit pursuant to the laws of the State of Florida and Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes* (hereinafter, the "Act"), and certify as follows:

I. NAME

The name of the Florida corporation not for profit shall be **KALOGIANIS FOR CONGRESS, INC.**, (hereinafter referred to as the "Committee") having its initial principal office located at **4821 U.S. Highway 19, Suite 3, New Port Richey, Pasco County, Florida 34652**, unless and until otherwise designated in writing to the Florida Department of State.

II. PURPOSE

The purpose for which the Committee is organized is to provide an entity, pursuant to Section 527 of the Internal Revenue Code, for the operation of a principal campaign committee designated as the **KALOGIANIS FOR CONGRESS COMMITTEE**, in Pasco County, Florida; for the purpose of supporting the candidacy of **CHUCK KALOGIANIS** to the U.S. House of Representatives (hereinafter, the "Candidate"), for the purpose of receiving and expending funds on behalf of said Candidate and for any other lawful purpose not inconsistent with the Act or with any other state or federal law.

The Committee shall make no distribution of income to its members, as defined in Article III hereof or to its directors or officers. The Committee shall have perpetual existence unless and until otherwise directed in writing to the Florida Department of State or by operation of law.

III. MEMBERS

The members of the Committee shall be as designated herein and declared by the Candidate. After termination of the Committee, members shall consist of those who were members of the terminated Committee at the time of such termination, their successors and assigns, and the Committee assets shall be disposed of in accordance with the provisions of the Federal Election Campaign Act. Committee membership shall be nontransferable.

After receiving approval from the Candidate, any change in membership shall be established by delivery of the Committee to the Department of State of a copy of such amendment as may be required pursuant to Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*. The new member(s) which are designated therein shall become member(s) of the Committee upon the filing of such amendment and the membership of any prior member(s) shall be terminated at such time. The Committee shall also notify the Florida Secretary of State and Federal Election Commission of such amendment as may be required pursuant to the provisions of the Federal Election Campaign Act (hereinafter, the "FEC").

IV. TERM

The term of the Committee shall be perpetual or, if the Committee is terminated, the term of the Committee shall end as soon thereafter as the affairs of the Committee can be winded down and concluded.

V. INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are as follows:

<u>Names:</u>	<u>Addresses:</u>
CHUCK KALOGIANIS	4752 Crestknoll Lane New Port Richey, Florida 34659
KATHY KALOGIANIS	4752 Crestknoll Lane New Port Richey, Florida 34653

VI. MANAGEMENT

The affairs of the Committee shall be administered by the initial officers designated herein. All initial officers shall be appointed by the Candidate and approved by the Committee at its first meeting following the annual meeting of the members of the Committee and shall serve at the pleasure of the Candidate.

VII. INITIAL OFFICERS

The names and offices of the officers who will serve until successors are designated are as follows:

<u>Names:</u>	<u>Offices:</u>
CHUCK KALOGIANIS	Chairman
(None designated)	Vice-Chairman
KATHY KALOGIANIS	Secretary/Treasurer

VIII. DIRECTORS

The affairs of the Committee will be managed by a Board of Directors. The number of members of the Board of Directors shall be as set forth in the Committee By-Laws, but shall in no event be less than three (3).

Except as provided herein, members of the Board of Directors shall be appointed at the annual meeting of the members of the Committee in a manner determined by the Committee By-Laws. Board of Director members may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws of the Committee.

Initial directors named in these Articles shall serve until the first appointment of Directors is made and any vacancies in their number which occur prior to the first appointments made shall be filled by the remaining Director(s).

The names and addresses of the members of the initial Board of Directors who shall hold office until their successors have been qualified and appointed or until removed are:

Names:

Addresses:

CHUCK KALOGIANIS

4752 Crestknoll Lane
New Port Richey, Florida 34652

KATHY KALOGIANIS

4752 Crestknoll Lane
New Port Richey, Florida 34652

NICHOLAS KALOGIANIS

5939 Mockingbird Drive
New Port Richey, Florida 34652

IX. BYLAWS

The first By-Laws of the Committee shall be adopted by the Board of Directors named herein and may be altered, amended, or added to at any time by the unanimous vote of all of the members of the Board until the first annual meeting of the Committee. Thereafter, the By-Laws may be altered, amended, or augmented at any duly noticed meeting of the Committee members and in accordance with the Committee By-Laws.

X. AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members of the Committee. Board of Director members and Committee members not present in person or by proxy at the meeting considering the amendment may express their approval or disapproval in writing, provided such writing is delivered to the Secretary at or prior to the meeting.

C. Proposed amendments will be passed upon approval of the members of the Committee, with the number of votes being cast at said meeting.

D. Provided, however, that no amendment shall make any changes in the qualifications for membership, nor the voting rights of members, without approval in writing by all members.

E. A copy of each amendment shall be forwarded to and certified by the Florida Secretary of State. The Committee shall also notify the Florida Secretary of State and Federal Election Commission of such amendment as may be required pursuant to the provisions of the Federal Election Campaign Act.

XI. POWERS

The powers of the Committee shall include and be governed by the following provisions:

A. The Committee shall have all the powers of a corporation not for profit that are not in conflict with the terms of these Articles.

B. The Committee shall have all the powers and duties set forth in the Act, and it shall have all of the powers and duties reasonably necessary to operate pursuant to the Committee By-laws as may be amended from time to time including, but not limited to, the following:

1. For the operation of a principal campaign committee designated as the KALOGIANIS FOR CONGRESS COMMITTEE, in Pasco County, Florida, and such other locations as may be designated from time to time;

2. For supporting the candidacy of CHUCK KALOGIANIS to the U.S. House of Representatives;

3. For fundraising, political advertising, campaign travel and for other legitimate campaign activities;

4. For receiving and expending funds on behalf of said Candidate;

5. For the purpose of filing required FEC forms, campaign finance reports and other documentation as may be required by the Act, the Federal Campaign Elections Act and other applicable state and federal law;

6. For approval or disapproval of contributions and expenditures;

7. For contracting for the management and operation of the Committee and to delegate all powers and duties of the Committee, except those specifically required to have the approval of the Candidate or the membership of the Committee;

8. For enforcement by legal means the provisions of the Act, these Articles and By-Laws of the Committee; to sue for damages caused by third-parties to the Candidate or to the Committee; to sue or be sued;

9. For employing personnel to perform the services required for the proper management and operation of the Committee;

10. For purchasing assets for reasonable use by the Committee in effectuating its purposes, with the expenses incurred in the maintenance and operation of same to be an expense of the Committee;

11. To open campaign depositories, purchase insurance, invest campaign funds in a manner authorized by law or obtain loans in a manner authorized by law;

12. For any other lawful purpose not inconsistent with the Act, the Federal Election Campaign Act and other local, county, state or federal law.

XII. INDEMNIFICATION

The Committee shall indemnify every member of the Board of Directors and every officer, his heirs, personal representatives and assigns against all losses, costs and expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be a party by reason of his being or having been a Director or Officer of the Committee, including reasonable attorney's fees and costs, including those on appeal, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled. The Board may, as and when available, obtain officers' and directors' liability insurance and the cost of same shall be deemed an expense of the Committee.

XIII REGISTERED AGENT

The Registered Agent to accept service of process within this State for said corporation shall be CHUCK KALOGIANIS and the registered office of the corporation shall be at 4821 U.S. Highway 19, Suite 3, New Port Richey, Pasco County, Florida 34652.

Having been named to accept service of process for the above-stated corporation at the place designated herein, I hereby accept responsibility to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, the incorporators have hereunto affixed their signatures on this 8 day of January, 2001.

CHUCK KALOGIANIS

KATHY KALOGIANIS

STATE OF FLORIDA)
COUNTY OF PASCO)

FILED
01 JAN 16 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on this 8 day of January, 2001, by CHUCK KALOGIANIS and KATHY KALOGIANIS, who are personally known to me.

Barbara A Reich
Notary Public, State of Florida BARBARA A. REICH

