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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

KYDOS FOUNDATION, INC.

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**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State**March 8, 2001****EMPIRE****SUBJECT: KYDOS FOUNDATION, INC.**
REF: W01000005287

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

LIST THE OFFICERS TITLE IN ARTICLE VII.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H01000024764
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ARTICLES OF INCORPORATION

of

KYROS FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

KYROS FOUNDATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

St. Vincent de Paul Regional Seminary
10701 S. Military Trail
Boyton Beach, FL 33436

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. 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

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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.

2. The specific purpose for which the corporation is organized shall be: to encourage people to choose a "culture of life" and to help them to begin to transform their society into that which was intended from the beginning of creation: "the common good". We intend to help those people who are in disadvantage and are hurt by our "culture of death". Our goal is to help those who are lonely, not oppressed by their anxieties, and those who lack self-esteem, who are disenfranchised by their own society. Our main intention is to motivate our people to better contribute to their own growth, from the heart outward, to help reconcile their broken relationships, and to foster a sense of commitment to embrace courageously our personal interiority and growth, and to our mission to contribute to a better society for the present and the future.
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and receive by purchase, donation or otherwise, any property, real, personal and mixed, and to hold, use and dispose of the same.

6. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
7. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
8. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Trustee or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its 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 on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
9. Notwithstanding any other provision of these Articles, the corporation shall not 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 said Regulations as the now exist or as they may hereafter be amended.

10. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions 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 a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
11. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.
12. The by-laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the Board of Trustees are elected or appointed shall be: as stated in the by-laws as amended from time to time.

ARTICLE V

The name and street address of the initial register agent shall be:

Michael R. Presley, Esq.
5370 NW 35th Terrace
Bldg. B, Suite 111
Fort Lauderdale, Florida 33309

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Michael R. Presley, Esq.
5370 NW 35th Terrace
Bldg. B, Suite 111
Fort Lauderdale, Florida 33309

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by

the Board of Trustees. The names of the Officers and the office they shall hold until the first election shall be:

Malaquias Rosa
President

Cynthia J. Presley
Vice President

Michael R. Presley
Secretary

Malaquias Rosa
Treasurer

ARTICLE VIII

The members of the Board of Trustees shall never be less than three (3) in number. Initially the Board of Trustees shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Trustees until the first election:

Malaquias Rosa
St. Vincent de Paul
Regional Seminary
10701 S. Military Trail
Boyton Beach, FL 33436

Cynthia J. Presley
5211 Princeton Way
Boca Raton, FL 33496


Michael R. Presley
5211 Princeton Way
Boca Raton, FL 33496

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Trustees at any special meeting called for that purpose, after first giving at least ten (10) written days notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board of Trustees.

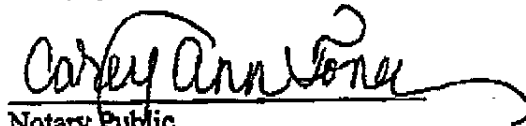
It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the by-laws promulgated by the Board of Trustees in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby

The undersigned incorporator has executed these Articles of Incorporation on this 6th day of March, 2001, with the approval of the majority of the Board of Trustees.


Michael R. Presley, Esq.
Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 6th day of March, 2001, by Michael R. Presley, Esq., who is personally known to me.


Notary Public




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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Kyros Foundation, Inc., desiring to organize under the laws of the State of Florida, with its principal address indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named Michael R. Presley, Esquire, located at 5370 NW 35th Terrace, Bldg. B, Suite 111, Fort Lauderdale, Florida 33309 as its agent to accept service of process within this State.


Michael R. Presley, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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