

TRANSMITTAL LETTER

NO1000003870

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

APPROVED
AND
FILED
JUN -5 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FLOYD-Kenny Kelly Foundation
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☒ \$78.75 Filing Fee
& Certified Copy
☒ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: NORALYNN A ANDERSON
Name (Printed or typed)

1308 E. Tennessee Street
Address

Plant City, Al. 33506
City, State & Zip

(813) 754-1377
Daytime Telephone number

000004341860--7
-06/05/01--01024--022
*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

Bo 6/5 w

ARTICLES OF INCORPORATION

OF

FLOYD - KENNY KELLY FOUNDATION, INC.

APPROVED
AND
FILED
01 JUN -5 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, not for profit, adopts the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, Of Title 34 of the Statutes of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be Floyd - Kenny Kelly Foundation, Inc.

ARTICLE II
DURATION

The term of the Corporation shall be perpetual.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial principal office is 1318 E. Louisiana Street, Plant City, Florida 335566. The Board of Directors may establish branch offices at other addresses in Florida.

The registered agent of the Corporation is Shirley A. Kelly, whose address is 1318 E. Louisiana Street, Plant City, Florida 33566.

ARTICLE IV
CORPORATE SEAL

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "CORPORATE SEAL" and FLORIDA."

ARTICLE V
PURPOSE

The purpose for which the corporation is organized is exclusively for educational, charitable and scientific that are described in Section 501(c) (3) of the Internal Revenue Code of 1986 as it is currently and shall hereafter be enforced and effect (or the corresponding provision of any future United States Internal Revenue Law).

1. To provide comprehensive educational programs to enhance youth cognitive skills, academic, social, and cultural development;
2. To provide scholarships to disadvantaged and deserving youth;

3. To serve as a **clearinghouse** for education, employment and to assist in obtaining affordable housing for low-income families;
4. To collaborate with governmental agencies, community organizations and Faith-Based institutions to solve problems facing poor and disenfranchised communities;
5. To provide health forums for disadvantaged communities and substantive programs for the elderly;
6. To provide and implement programs which will help the unemployed to become gainfully employed and self-sufficient;
7. To provide family reunification programs and recreational activities for good health maintenance; and
8. To provide mentoring programs to improve youth academic performance and positive behavior in school.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority;

1. To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provide however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
2. To distribute, in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes.
3. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

ARTICLE VI **MEMBERS**

The Corporation shall not have members.

ARTICLE VII

LIMITATION

1. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501 (c) (3) of the Internal Revenue code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.
2. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services render to make payments and distributions in furtherance of the purpose set forth above.

ARTICLE VIII

DISSOLUTION

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the by-laws and shall include that:

- (1) Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
 - (b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
 - (C) All remaining assets not disposed of under either of the proceeding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in Section 509 (a) (1), (2), or (3), and (ii) to which deductible contributions can be made under Section 170 (c) (2), 2522 (a) (2), as the Board of Directors shall select.

ARTICLE IX

INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a

director may be a party or may become involved by reason of being having been a director or officer at the such expense incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

ARTICLE X
BOARD OF DIRECTORS

Management. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is seven (7). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than (7). The Directors shall elect the officers of the Corporation in the manner prescribed by the Bylaws. Directors shall be elected in accordance with the Bylaws.

The name and address of each Director of the corporation is as follows:

Shirley A. Kelley
1318 E. Louisiana Street
Plant City, Florida 33566

Noralynn A. Anderson
1308 E. Tennessee Street
Plant City, Florida 33566

Kenneth A. Kelly
5408 Garden Arbor Drive
Lutz, Florida 33549

Keith A. Kelly
4317 W. Main Street
Tampa Florida, 33607

Kelvin A. Kelly
1318 E. Louisiana Street
Plant City, Florida 33566

ARTICLE XI
OFFICERS

The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers as may be provided in the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Shirley A. Kelly, President
1318 E. Louisiana Street
Plant City, Florida 33566

Noralynn A. Anderson, Secretary
1308 E. Tennessee Street
Plant City, Florida 33566

Kenneth A. Kelly, Vice-President
5408 Garden Arbor Drive
Lutz, Florida 33549

Keith A. Kelly, Treasurer
4317 W. Main Street
Tampa, Florida 33607

ARTICLE XII
INCORPORATIONS

The names and addresses of the subscribers to these, Articles of Incorporation are as follows:

Shirley A. Kelly
1318 E. Louisiana Street
Plant City, Florida 33566

Noralynn A. Anderson
1308 E. Tennessee Street
Plant City, Florida 33566

Kenneth A. Kelly
5408 Garden Arbor Drive
Lutz, Florida 33549

Keith A. Kelly
4317 W. Main Street
Tampa, Florida 33607

Kelvin A. Kelly
1318 E. Louisiana Street
Plant City, Florida 33566

Elaine McBride
601 Timber Pond Drive
Brandon, Florida 33510

Bob Henriquez
1710 W. Eldred Drive
Tampa, Florida 33603

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of incorporation shall be amended in accordance with the Bylaws and provisions of the laws of the State of Florida.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end December 31 of each calendar year.

ARTICLE XV
TERRITORY

The territory in which the operations of the Corporation is principally to be conducted is Hillsborough County, Florida and may serve the needs of other Florida communities as the Board from time to time may deem necessary.

ARTICLE XVI
RULES OF ORDER

The rules contained in the current edition of Robert Rules of Order, newly revised, shall govern all meetings of the Corporation.

IN WITNESS WHEREOF, we, the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this _____ day of May, A.D. 2001.

Shirley A. Kelly
Shirley A. Kelly
Kenneth A. Kelly
Kenneth A. Kelly
Noralynn A. Anderson
Noralynn A. Anderson
Keith A. Kelly
Keith A. Kelly

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared to me

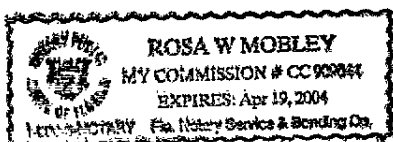
June 4, 2001

Shirley A. Kelly
Kenneth A. Kelly
Noralynn A. Anderson
Keith A. Kelly

well known to be the persons described in the foregoing Articles of Incorporation and acknowledge before me that they subscribed to same.

NOTARY PUBLIC

Rosa W. Mobley



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Floyd-Kenny Kelly Foundation, Inc.

2. The name and address of the registered agent and office is:

Shirley A. Kelly
(Name)
1318 E. Louisiana Street
(P.O. Box not acceptable)
Plant City, Florida 33566
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN -5 AM 11:10

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Shirley A. Kelly
(Signature)

May 23, 2001
(Date)