

TRANSMITTAL LETTER

EFFECTIVE DATE
8-27-01

No 1000006348

FILED

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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

600004568596-7
-03/04/01--01117--017
*****78.75 *****78.75

SUBJECT: Kappa Alpha Psi Scholarship and Community Development Foundation of West Palm Beach, Inc.
(Proposed corporate name - must include suffix)

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

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Kerna H. Iles
Name (Printed or typed)

321 W. 30th Street
Address

Riviera Beach, Fl. 33404-3709
City, State & Zip

(561) 479-4506
Daytime Telephone number

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

D. BROWN SEP - 6 2001

**ARTICLES OF INCORPORATION
FOR
KAPPA ALPHA PSI SCHOLARSHIP AND COMMUNITY DEVELOPMENT FOUNDATION
OF WEST PALM BEACH, INC.**

EFFECTIVE DATE

18-27-01

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

We, the members of **KAPPA ALPHA PSI SCHOLARSHIP AND COMMUNITY DEVELOPMENT FOUNDATION OF WEST PALM BEACH, INC.** the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

Name of Corporation

The name of the corporation shall be **KAPPA ALPHA PSI SCHOLARSHIP AND COMMUNITY DEVELOPMENT FOUNDATION OF WEST PALM BEACH, INC.** (hereinafter referred to as the Corporation).

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized for the operation, of any and all lawful business.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

Effective Date of Document

Pursuant to Florida Statutes, Section 617.0203, the effective date of these Articles of Incorporations shall be within five business days prior to the date of the filing.

ARTICLE V

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- C. This Corporation is organized exclusively for charitable, educational, health, scientific, and cultural purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and for the promotion of social welfare as described in the Internal Revenue Code, Section 501(c)(4), as amended, and specifically to provide scholarships to worthy youth in order for said youth to attend college and to provide economic security, and to expand opportunities for better education. This Corporation shall have all the powers necessary or proper for the accomplishment and furtherance of the above stated purposes incidental or related thereto, provided in the Internal Revenue Code of 1954, as amended, including but no way limiting, the following:
 - 1. To engage in charitable activities and extend financial aid through grants, gifts, contributions, or other aid or assistance to qualified individuals.
 - 2. To acquire or receive from individuals, firms, association, corporations, trusts foundations, or any government or governmental subdivision unit or agency by deed, gifts, purchase, bequest, devise, or otherwise cash securities, and other property, tangible or intangible, real or personal, and to hold for the purpose of which the Corporation is organized.
 - 3. To acquire, construct, maintain, and operate rehabilitation projects or redevelopment projects in accordance with the provisions of the State of Florida.
 - 4. To encourage, promote, and participate in the education rehabilitation and management of youth and related facilities and services for the benefit of youth within the State of Florida in such a way as may appear feasible and appropriate. To transact such other business and do any other things incidental to and connected with said purpose.

5. To do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation including the exercise of all other power rights, privileges and authority conferred on and enjoyed by corporations, generally, by virtue of the provisions of the Florida Not for Profit Corporation Act.
6. To accept and hold all assets accepted and received under the terms and conditions hereof exclusively for charitable purposes, and unless otherwise requested by the donor and authorized by the Board of Directors, all assets shall be held as unrestricted funds, and net income there to be applied for charitable purposes or the assistance of qualified individuals or charitable organizations and public charities (which supported by private donations or public taxation), contributions for which are deductible under the Internal Revenue Code of 1954 including but not limited to the promotion of education, social and scientific research, the care of the sick, the aged, infirm and handicapped, the care of children, the improvement of living, working, recreational and environmental conditions or facilities and such other charitable education and social purposes that will assist the betterment of the mental, moral, social, and physical conditions of the youth of the State of Florida, regardless of race, religion, sex, place of national origin, or political persuasion according to the discretion of the Board of Directors.

ARTICLE VI

Management of Corporate Affairs

- A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation may change from time to time pursuant to the By-Laws, however, that such number shall not fall below three (3) persons.

The Directors named herein as the initial Board of Directors shall hold office until the first meeting of members at which time an appointment of Directors shall be named, if necessary.

Directors appointed at the initial meeting, and at all times thereafter, shall serve for a term of three (3) years, unless otherwise indicated in the By-Laws, until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the first Wednesday in June of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing.

ARTICLE VII

Earnings and Activities of Corporation

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other 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 V hereof.
- B. 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, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Distribution of Assets

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Incorporators

The name and residence address of the Incorporators of the Corporation are as follows:

Kernaa H. Iles	321 W. 30th Street Riviera Beach, Florida 33404
Anthony Henderson	8041 NW 197 th Street Miami, Florida 33015
Theophilus Boyd, IV	7528 Ridgefield Lane Lake Worth, Florida 33467
Marlon White	7247 Crystal Lakes Drive West Palm Beach, Florida 33412
Sammie Osborn	219 Superior Place West Palm Beach, Florida 33409

ARTICLE X

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI

Dedication of Assets

The property of this Corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The name and address of the Corporation's registered agent is Sean Pittman, Esquire, 4167 Afton Court, West Palm Beach, Florida 33409.

ARTICLE XIII
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum for their vote in the manner set forth in the By-Laws of this Corporation.

ARTICLE XIV
Indemnification

This Corporation shall indemnify any officer or Board Member to the full extent permitted by law.

ARTICLE XV
Principal Place of Business

The principal place of business is 321 W. 30th Street, Riviera Beach, Florida 33404.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, for the purpose of forming this non-profit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 17th day of August, 20 01.

Kernaa H. Iles
Kernaa H. Iles, Incorporator

Anthony Henderson
Anthony Henderson, Incorporator

Theophilus B. Boyd, IV
Theophilus B. Boyd, IV, Incorporator

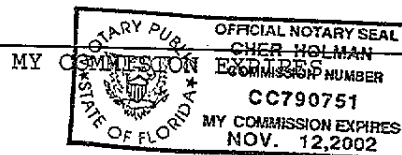
Marlon D. White
Marlon D. White, Incorporator

Sammie Osborn
Sammie Osborn, Incorporator

I, THE UNDERSIGNED AUTHORITY, HEREBY CERTIFY THIS ACKNOWLEDGMENT, THE FOREGOING IS A TRUE AND CORRECT COPY OF THE ORIGINAL INSTRUMENT. WITNESS MY HAND AND OFFICIAL SEAL THIS 17TH DAY OF AUGUST, 2001.

Cher Holman
NOTARY PUBLIC

AUG 17 2001



STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, **Sammie Osborn**, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this _____ day of _____, 20____.

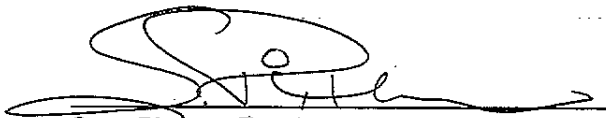
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

_____ Personally known to me.

_____ Produced identification _____

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 617.0503, Florida Statutes.



Sean Pittman, Esquire
4167 Afton Court
West Palm Beach, Florida 33409
(561) 712-1072

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