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ROGERS BOWERS DEMPSEY

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FLORIDA NON-PROFIT CORPORATION

THE FRED KELLER FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE FRED KELLER FOUNDATION, INC.
(A Corporation Not For Profit)**

The undersigned, do hereby associate themselves together for the purpose of forming a not for profit corporation pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I

Name

The name of the corporation shall be The Fred Keller Foundation, Inc.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose Clause

The purposes for which this corporation is organized are:

A. Exclusively religious, charitable, scientific, literary, and educational with the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other 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 provision of any future United States Internal Revenue law.

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ARTICLE IV**Restrictions**

A. This corporation is a non-profit corporation organized pursuant to the Florida Not for Profit Corporation Act, and is created, organized, and shall be operated exclusively for educational, charitable, scientific and literary purposes.

B. This corporation is one that does not contemplate pecuniary gain or profit to members, trustees or officers thereof and no part of any net earnings of the corporation shall inure to the benefit of any member, trustee, officer or other individual; however, nothing herein shall prohibit the corporation from reimbursing its trustees and officers for all expenses reasonably incurred in performing services rendered to the corporation.

C. The Board of Trustees shall at all times endeavor to operate and conduct the affairs of the corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

D. No substantial part of the activities of the corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986. In no event shall the assets or the property of the corporation, or the proceeds of any of such assets or property, upon dissolution, go or be distributed to members, either

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for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

ARTICLE V

Capital Stock

The corporation shall have no capital stock.

ARTICLE VI

Members

The corporation shall have members, unless the By-laws shall provide that the corporation shall have no members. Qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the By-laws. Such members may be composed of one or more classes with such differences and qualification, voting rights and manner of election or appointment as shall be set forth in the By-laws. If the By-laws provide that the corporation shall not have members, the Board of Trustees shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect trustees and the power to amend these Articles of Incorporation.

ARTICLE VII

Liability

None of the members, trustees or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

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ARTICLE VIII**Officers**

The Corporation shall have a President, Secretary and Treasurer and may have additional and assistant officers as determined by the Board of Trustees from time to time. A person may hold more than one office. Officers shall be elected or appointed and shall have duties as provided in the By-Laws.

The Officers, who are to serve until the first election or appointment of officers are:

<u>Name</u>	<u>Office</u>
Fred Keller	President/Secretary/Treasurer

ARTICLE IX**Initial Board of Trustees**

This corporation shall have three (3) trustees initially. The number of trustees may be either increased or diminished from time to time by the By-laws but shall never be less than three (3).

The names and addresses of the initial trustees of this corporation are:

Fred Keller	6758 North Military Trail, Suite 301 West Palm Beach, FL 33407
Kember Korte	6758 North Military Trail, Suite 301 West Palm Beach, FL 33407
David E. Bowers, Esq.	505 South Flagler Drive Suite 1330 West Palm Beach, FL 33401

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ARTICLE X**Indemnification**

This corporation shall indemnify its trustees and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the corporation. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE XI**Amendments**

These Articles of Incorporation may be amended by a majority vote of the entire Board of Trustees at any regular or special meeting where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by all the Trustees of the Corporation. Those Articles, however, pertaining to dissolution of the Corporation shall not be

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amended in such a way as to allow or cause any member (unless such member is exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1954, as amended), Trustee, or Officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XII

Incorporator

The name and residence of the incorporator is as follows:

Name

Address

Fred Keller


6758 North Military Trail, Suite 301
West Palm Beach, FL 33407

ARTICLE XIII

Principal Office and Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 6758 North Military Trail, Suite 301, West Palm Beach, Florida 33407, and the name of the initial registered agent of this corporation at the address is Fred Keller.

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of Florida, we, the undersigned have executed these Articles of Incorporation, this 7th day of June, 2002.



FRED KELLER

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STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared FRED KELLER, personally known to me or who has produced a Florida drivers license as identification, the person described in and who, has/has not taken an oath, executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 7th day of June, 2002.

Christine G. Ruffini
Notary Public

My Commission Expires:




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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

THE FRED KELLER FOUNDATION, INC. desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 6758 North Military Trail, Suite 301, Riviera Beach, Florida 33407, as its initial Registered Office and has named Fred Keller, located at said address, as its initial Registered Agent.

By: 
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Fred Keller, Registered Agent

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