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EFFECTIVE DATE

06-05-03

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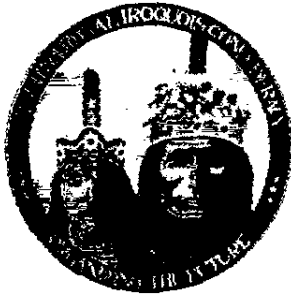
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03 JUN 12 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-17095

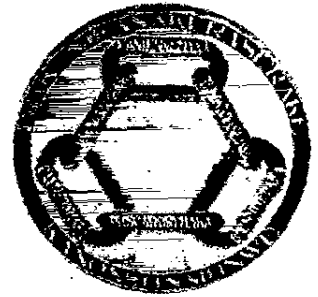
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THE KARONIAKTAJEH FOUNDATION, INC.

**9765 49th Avenue North
St. Petersburg, Florida 33708
727-395-0603**

Louise M. Leclaire, President



June 10, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: *The Karoniaktajeh Foundation Incorporation*

Dear Sir or Madam:

In connection with the referenced matter, I am enclosing an original and one copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$87.50, which represents the filing fee, certified copy and Certificate of Status. Please forward the certified copy and Certificate of Status to my attention in the self-addressed stamped envelope enclosed for your convenience.

Should you have any questions regarding the enclosed, please call me at the number listed above.

Very truly yours

Louise M. Leclaire



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 13, 2003

LOUISE M. LECLAIRE
9765 49 AVE N
ST PETERSBURG, FL 33708

SUBJECT: THE KARONIAKTAJEH FOUNDATION, INC.
Ref. Number: W03000017095

We have received your document for THE KARONIAKTAJEH FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 103A00036884

**ARTICLES OF INCORPORATION
OF
THE KARONIAKTAJEH FOUNDATION, INC.**

FILED
JUN 12 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "**Corporation**") under the Florida Not for Profit Corporation Act (the "**Act**"), as follows:

ARTICLE I. ~~EFFECTIVE DATE~~
06-05-03
NAME

The name of the Corporation is The Karoniaktajeh Foundation, Inc.

**ARTICLE II.
TERM OF EXISTENCE**

The date when corporate existence will commence is June 5, 2003 in accordance with Section 617.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**ARTICLE III.
DISSOLUTION**

Upon dissolution of this Corporation, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code (the "**Code**") (e.g., charitable, educational, religious or scientific, business league or merchants' organization established for the benefit of members, other persons in the industry and alike) within the meaning of Section 501(c)(3) and Section 501(c)(6) of the Code or corresponding sections of any future Federal tax code or shall be distributed to the federal government, or to a state or local government for public purpose. None of the net assets of the Corporation will be distributed to or for the benefit of any member, trustee, officer or director of the Corporation or to any other individual.

**ARTICLE IV.
PRINCIPAL OFFICE**

The principal office of the Corporation is located at 9765 49th Avenue North, St. Petersburg, FL 33708.

**ARTICLE V.
PURPOSES**

The general nature, objects, and purposes for which this Corporation is exclusively organized and operated are: to preserve the work, writings and art of Louis Hall, otherwise known as Karoniaktajeh and to conduct any lawful business in connection therewith.

ARTICLE VI.
LIMITATION ON ACTIVITIES

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, trustee, Director or officer 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 member, trustee Director or officer of the Corporation, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) or Section 501(c)(6) of the Code and specified in Article III above. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) or Section 501(c)(6) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code and regulations promulgated thereunder.

ARTICLE VII.
POWERS

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the purposes for which the Corporation is organized, subject, however, to the following:

(a) This Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements, and effect of Section 501(c)(6) of the Code, as amended heretofore or hereafter.

(b) This Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(c) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(d) This Corporation shall not retain any "excess business holdings" as defined in Section 4943 (c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(e) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(f) This Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(g) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII. MEMBERS

The members are such other persons as may from time to time be admitted to membership by the Board of Directors pursuant to the provisions of the Bylaws.

ARTICLE IX. DIRECTORS

The Corporation will have 1 director initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The name and address of the initial director of the Corporation, who will serve until its successor is duly elected and qualified, is:

Name	Address
Louise M. Leclaire	9765 49 th Avenue North St. Petersburg, FL 33708

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9765 49th Avenue North, St. Petersburg, FL 33708 and the name of its initial registered agent at such address is Louise M. Leclaire.

**ARTICLE XI.
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation are:

Louise M. Leclaire

9765 49th Avenue North
St. Petersburg, FL 33708

**ARTICLE XII.
BYLAWS**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

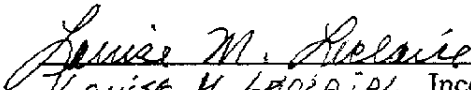
**ARTICLE XIII.
INDEMNIFICATION**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE XIV.
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 20, 2003.



Louise M. Leclaire, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

