

No 4000001455

(Requestor's Name)

KEDC

1670 New Haven Point Lane, West Palm Beach  
Florida 33411

(City/State/Zip/Phone #)

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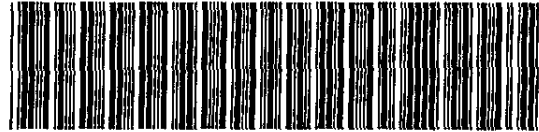
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**ARTICLES OF INCORPORATION FOR  
KAYA ECONOMIC DEVELOPMENT CORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

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STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida acknowledge and file these Amended Articles of Incorporation in the office of the Secretary of State of the State of Florida:

**ARTICLE I - NAME**

The name of the corporation shall be Kaya Economic Development Corporation.  
For convenience, the corporation shall be referred to herein as the "Corporation."

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 1670 New Haven Point Lane, West Palm Beach, Florida 33411. The Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE III - PURPOSES AND POWERS**

**Section 1 - Purposes**

This Corporation is organized and shall be operated as a corporation not for profit exclusively for charitable, social and educational purposes, including for such purposes, but not limited to:

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(a) engaging in activities to alleviate social and economic discrimination and combat cultural and environmental deterioration in various communities of Palm Beach County, Florida and Broward County, Florida, and target areas of substantial poverty and other social and economic deprivation, by:

(i) assisting disadvantaged individuals in the target areas to have a full range of social and economic and job opportunities;

(ii) assisting business located in and adjacent to target areas which will hire and train disadvantaged individuals residing in target areas;

(iii) assisting disadvantaged youth, particularly disadvantaged black youth in target areas;

(b) engaging in other charitable, cultural and educational programs that perpetuates the corporation's purpose, including making distributions to organizations which qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code (herein referred to as the "Code").

## Section 2 - Powers

(a) The Corporation's purposes, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify for and maintain its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501 (c) (3) of the Code and which is other than a private foundation by reason of being described in Sections 509 (a) (1) or (2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited

accordingly. To this end, the Corporation shall have all powers generally granted to not for profit corporations under Florida law, including but not limited to the following:

(i) to own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures; and to secure the payment of performance of its obligations;

(ii) to receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift or will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(iii) to enter into contracts and joint ventures with any person, firm, association, corporation, municipality, country, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing;

(iv) to organize subsidiary or affiliated organizations;

(v) to perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) no part of net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay compensation in a reasonable amount for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article;

(ii) the Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501 (c) (3) of the Code;

(iii) the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

(iv) notwithstanding any other provisions contained herein, the Corporation shall not conduct or carry on any activities which are prohibited to an organization exempt under section 501 (c) (3) of the Code, or by an organization to which contributions are deductible under Section 170 (c) (2) of the Code.

#### **ARTICLE IV – MANNER OF ELECTION**

(a) The initial directors of the Corporation shall be the Directors of the Corporation.

(b) Each director of the Corporation shall have one (1) vote.

(c) The directors of the Corporation may elect additional members, who shall be individuals who subscribe to the Corporation's purposes as set forth herein. Additional directors shall be elected by a majority vote of the members.

#### **ARTICLE V - INITIAL BOARD OF DIRECTORS**

The following persons shall constitute the initial Board of Directors of the Corporation, and they shall hold office in accordance with the Corporation's Bylaws:

NAME

ADDRESSES

Mr. Channing Griffin

1670 New Haven Point Lane, WPB, FL 33411

Mr. Shelby Lowe

1943 W 16<sup>th</sup> St, Apt. C, Riviera Beach, FL 33404

Dr. Pauline Foster-Grant

273 S. SR 7, #277, Margate, FL 33068

Mrs. Carol Gardner

7005 N. Augusta Drive, Miami, FL 33015

Ms. Renee Harrison

346 Pennell Circle, Tallahassee, FL 32310

ARTICLES VI - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII – DISSOLUTION

Upon dissolution of the Corporation or a winding up of the Corporation's affairs, the assets of the Corporation shall be distributed exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board of Directors may determine, preferably to a Florida corporation not for profit, if it is a qualified organization at the time of such distribution. An organization shall be deemed to be "qualified" for the purposes stated herein only if at the time of distribution to it of such assets it is operated exclusively for the purposes described Section 170 (c) (2) (B) of the Code and is described in section 501 (c) (3) of the Code. Any of such assets not so distributed shall be distributed by the circuit court of the county in which the principal office of the corporation is then located, exclusively for aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

## **ARTICLES VIII - DIRECTORS**

(a) The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) persons. The first Board of Directors shall be appointed by the incorporator of the Corporation. In the future the number of Directors will be determined from time to time in accordance with the provisions of the Corporation's Bylaws.

(b) Members of the Board of Directors, other than the initial Directors, shall be elected every two years by majority vote of the Board of Directors.

(c) The number of Directors to be elected, their qualifications, the manner of their election and their respective terms shall be as set forth in the corporation's Bylaws.

## **ARTICLE IX - BYLAWS**

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws at any duly called meeting of the Board of Directors of the Corporation.

## **ARTICLE X - AMENDMENTS**

Proposals for the alteration, amendment or rescission of these Articles of Incorporation shall be made by a majority of the Board of Directors or by a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, shall be filed with the secretary of the corporation by the Board of Directors or by a majority of the voting members, and shall be delivered to the president, who shall thereupon call a special meeting of the

Corporation not less than ten (10) days nor more than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of a majority of the Board of Directors shall be required for adoption of the requested alteration, amendment or rescission.

#### **ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any person against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding or any settlement thereof, to which he may be a party, or in which he may be a party, or in which he may become involved by reason of his being or having been a director, officer, employee or agent of the Corporation, or serving or having served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, at the time such expenses were incurred, except in such cases wherein such director, officer, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the aforesaid right of 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, officer, employee or agent may be entitled. The Board of Directors may purchase liability insurance to insure all directors, officers, employees or agents, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.



**ARTICLE XII – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial Registered Agent is:

Channing Griffin, 1670 New Haven Point Lane, West Palm Beach, Florida 33411.

**ARTICLE XIII - INCORPORATOR**

The name and address of the Incorporator is:

Channing Griffin, 1670 New Haven Point Lane, West Palm Beach, Florida 33411.

IN WITNESS WHEREOF, I have executed these Amended Articles of Incorporation for the uses and purposes therein expressed, under the laws of the State of Florida, this 3<sup>RD</sup> day of FEBRUARY, 2004.

  
CHANNING GRIFFIN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 3<sup>rd</sup> day of February, 2004, before me, the undersigned authority, personally appeared, CHANNING GRIFFIN, known to me to be the person whose name is subscribed to this written instrument, or presented sufficient valid identification, and acknowledged that he executed the same for the purposes therein contained. *(Personally Known)*

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Nancy W Brigman  
My Commission DD034218  
Expires June 24, 2006

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C. C. [Signature]  
Signature of Registered Agent

1/15/04  
Date

C. C. [Signature]  
Signature of Incorporator

1/15/04  
Date

FILED  
04 FEB -5 PM 1:51  
TALLAHASSEE, FLORIDA