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**FLORIDA NON-PROFIT CORPORATION**

**Kenneth Kaunda Foundation for the Prevention of AIDS**

Certificate of Status	<b>0</b>
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**ARTICLES OF INCORPORATION**

**OF**

**KENNETH KAUNDA FOUNDATION FOR THE PREVENTION OF AIDS, INC.**

(A Nonprofit Corporation)

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

Section 1.1 Name. The name of the corporation is KENNETH KAUNDA FOUNDATION FOR THE PREVENTION OF AIDS, INC.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 353 Crossroad Lakes Drive, Ponte Vedra, FL 32082.

Section 1.3 Mailing Address. The mailing address of the corporation is P.O. Box 2345, Ponte Vedra, FL 32004.

**ARTICLE II**

**PURPOSES**

Section 2.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereinafter the "Internal Revenue Code"), including, for such purposes, the making of grants to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Specifically, the corporation's purposes shall include supporting efforts to combat the spread of AIDS among children throughout the African continent.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

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Section 3.3 Names and Addresses of First Members of the Board of Directors.

The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Harrison M. Goodall, Jr.	353 Crossroad Lakes Drive Ponte Vedra, FL 32082
His Excellency Kenneth David Kaunda First Republican President of Zambia	21-A Serval Road Kabulonga, Lusaka, Zambia
Emily Sikazwe	21-A Serval Road Kabulonga, Lusaka, Zambia

Section 3.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

**ARTICLE IV  
LIMITATIONS**

Section 4.1 Limitations on Actions. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer or other private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 Section 2.1 of these Articles. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. 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 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 4.2 Private Foundation Limitations. At any time when the corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code, the following additional limitations on the corporation's activities shall apply:

1. The 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 Internal Revenue Code.

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2. The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

4. The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V  
DISSOLUTION

Section 5.1 Dissolution. Upon the dissolution of the corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively to such charitable, scientific or educational organizations which would then exist and qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or to governmental units described in Section 170(c)(1) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for the purposes of the corporation or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is 353 Crossroad Lakes Drive, Ponte Vedra, FL 32082, and the name of the initial registered agent of this corporation at that address is Harrison M. Goodall, Jr.

ARTICLE VII  
INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator(s) of the corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Harrison M. Goodall, Jr.	353 Crossroad Lakes Drive, Ponte Vedra, FL 32082

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**ARTICLE VIII  
TERM OF EXISTENCE**

Section 8.1 Term of Existence. This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE IX  
BYLAWS**

Section 9.1 Bylaws. The initial Bylaws of this corporation shall be adopted by the Board of Directors.

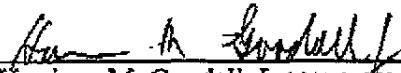
**ARTICLE X  
AMENDMENT**

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

**ARTICLE XI  
POWERS**

Section 11.1 Powers. To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist from time to time.

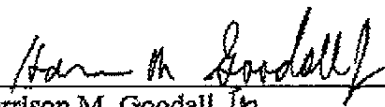
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 15th day of April, 2004.

  
\_\_\_\_\_  
Harrison M. Goodall, Incorporator  
Tr

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**ACCEPTANCE BY REGISTERED AGENT**

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

  
\_\_\_\_\_  
Harrison M. Goodall Jr

Date: April 15, 2004

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