

NO4 00000 8768

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

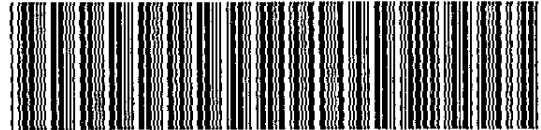
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

4 D. WHITE SEP 10 2004



000040779620

09/10/04--01031--002 **78.75

FILED
2004 SEP 10 P 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE OF JAMES W. KAYWELL, P.A.

James W. Kaywell

Attorney At Law

OF COUNSEL:

The Towles Center
2705 Tamiami Trail, Suite 211
Punta Gorda, Florida 33950

Tel: (941) 639-4343

T. Graf Buckenmaier, Jr.

Fax: (941) 639-7121

August 19, 2004

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

Re: Initial Corporate Filing – Miracle of Life Foundation, Inc.

Dear Ladies and Gentlemen:

I enclose the Article of Incorporation for the Miracle of Life Foundation, Inc., a Florida not-for-profit corporation and the Certificate of Designation of Registered Agent and Registered Office.

I also enclose my firm's check, dated August 19, 2004, in the amount of \$78.75 for the \$35.00 initial filing fee, the \$35.00 registered agent designation, and \$8.75 for a certified copy of the filing.

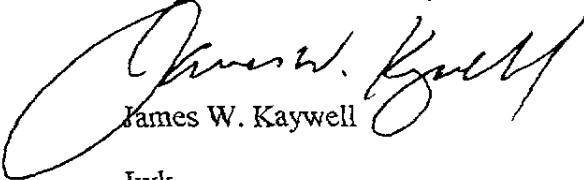
There is also enclosed a prepaid Federal Express return envelope for the certified copies.

As you might note, my office is in Punta Gorda, Florida, and I am working out of emergency facilities due to Hurricane Charley. It is my understanding that significant charitable contributions are forthcoming to the Miracle of Life Foundation for disaster relief in Charlotte County. It would be greatly appreciated if return of the certified copies were expedited so that we can get the federal tax-exempt number for an IRC 501(c)(3) corporation.

Thank you for your time and attention in this matter.

Very truly yours,

JAMES W. KAYWELL, P.A.


James W. Kaywell

Jwk

Enclosures

**ARTICLES OF INCORPORATION OF
THE MIRACLE OF LIFE FOUNDATION, INC.,
a Florida not-for-profit corporation.**

FILED

2004 SEP 10 P 3:03

The undersigned, for the purpose of forming a corporation not-for-profit under Sections 617.006 and 617.1007, Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I – NAME AND PRINCIPAL OFFICE

- (A) The name of the corporation is **The Miracle of Life Foundation, Inc.**, a Florida not-for-profit corporation.
- (B) The principal office and mailing address of the corporation will be located at 211 W. Charlotte Ave., Punta Gorda, FL 33950.

ARTICLE II – REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the corporation is James W. Kaywell. The registered address of the corporation is 2705 Tamiami Trail, Suite 211, Punta Gorda, FL 33950.

ARTICLE III - DURATION

The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law. The term of existence of the corporation shall be perpetual.

ARTICLE IV - PURPOSES

The purpose for which this not-for-profit Corporation is formed and objectives to be carried on and promoted by it, are as follows:

- (A) To receive and maintain a fund or funds of real or personal property or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, benevolent, eleemosynary, educational, religious, scientific or cultural purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.
- (B) To exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit.

- (C) *Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any 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, as amended, or the corresponding provision of any future United States Internal Revenue law.*
- (D) *The Corporation shall serve only such purposes and functions and shall engage only in such services as are consonant with the purposes set forth in this Article IV and as are exclusively charitable and are entitled to exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.*
- (E) *To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.*
- (F) *And, in addition to the foregoing, to aid, assist and promote those persons*
 - i. *who minister, aid, comfort, care, assist and help the poorest of the poor, including but not limited to infants, the aged, the infirm and the sick;*
 - ii. *who comprise religious communities of nuns;*
 - iii. *who are confined to hospitals, nursing homes, skilled nursing facilities, assisted living facilities and those who minister to them, and otherwise provide them aid, comfort and care;*
 - iv. *who promote ecumenism and spirituality among all religious faiths in the world; and*
 - v. *who promote a Catholic ministry through music in all its forms.*

ARTICLE V – POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as and now or may hereafter be conferred on not-for-profit corporations under the laws of the state of Florida, including but not limited to the following:

- (A) *To buy, own, sell, convey, assign, mortgage or lease any interest in real estate, intangible and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV.*
- (B) *To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.*
- (C) *To do and perform all acts reasonably necessary to accomplish the purposes of the corporation.*

- (D) No part of the net earnings of this corporation shall be distributed to or inure to the benefit of any incorporator, member, director, or other officer of this corporation, contributor or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed to nonprofits and charitable corporations or institutions as shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as may be designated by the Directors to be used for purposes similar to those of this corporation.
- (E) 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 of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.
- (F) If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509 (a) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, the following provisions shall apply for so long as it remains a private foundation:
- i. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.
 - ii. The corporation will distribute its income for each tax 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 of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.
 - iii. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.
 - iv. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.
 - v. The corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or

the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII – DIRECTORS AND OFFICERS

- (A) The management of the corporation shall be vested in the Board of Directors. The number of Directors of the corporation shall be not less than three (3) and may be increased or decreased as set forth in the By-laws of the corporation, as said By-laws may be amended from time to time by the affirmative vote of a majority of the Directors of the corporation.

The current directors are set forth below:

Rev. Jerome P. Kaywell
211 W. Charlotte Ave.
Punta Gorda, FL 33950

Mary Marten
4183 Grape Leaf Way
San Jose, CA 95135

Joan M. Delucas
18307 Deep Passage Lane
Ft. Myers Beach, FL 33931

- (B) The officers of this corporation shall consist of a President, Secretary, Treasurer and such other officers as may be provided by the Bylaws of the corporation. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

The name and address of each initial officer of the corporation is as follows:

Rev. Jerome P. Kaywell, President and Treasurer
211 W. Charlotte Ave.
Punta Gorda, FL 33950.

Rev. Steven R. Olds, Secretary
St. Vincent de Paul Regional Seminary
10701 S. Military Trail
Boynton Beach, FL 33436-4899

ARTICLE VIII – CORPORATION NOT - FOR - PROFIT

The corporation is a Corporation Not-For-Profit as defined in Section 617.2001, Florida Statutes. The corporation is not formed for pecuniary profit. 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 and expenses for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE IX- DISSOLUTION AND WINDING UP

Upon dissolution of the corporation, other than incident to a merger or consolidation of the corporation into or with a not-for-profit corporation, association or trust, or other organization devoted to such similar purpose which is exempt as an organization described in Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, the operations of the corporation shall be discontinued, liquidated and wound-up. Upon dissolution, liquidating and winding up of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of 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, benevolent, eleemosynary, educational, religious, scientific or cultural purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors may determine. Any 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, or to such exempt organization or organizations as such court shall determine.

ARTICLE X – NO CORPORATE STOCK OR SHARES

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class or other Certificates or writings evidencing an ownership or proprietary interest in the corporation.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - INCORPORATOR

The name and address of the initial incorporator is as follows: James W. Kaywell, James W. Kaywell, P.A., 2705 Tamiami Trail, Suite 211, Punta Gorda, FL 33950.

IN WITNESS WHEREOF, the undersigned incorporator has this August 19, 2004, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


James W. Kaywell, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

THE MIRACLE OF LIFE FOUNDATION, INC.,
a Florida not-for-profit corporation.

2. The name and address of the registered agent and office is:

James W. Kaywell
2705 Tamiami Trail, Suite 211
Punta Gorda, Florida 33950

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

Done and subscribed in Punta Gorda, Florida, this August 19, 2004.



JAMES W. KAYWELL, Registered Agent

FILED
2004 SEP 10 P 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA