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CLERK OF STATE
TALLAHASSEE, FLORIDA

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12-5

TRANSMITTAL LETTER

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

SUBJECT: The KEH Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jeffrey S. Kaufman
Name (Printed or typed)

733 W Colonial Drive
Address

Orlando FL 32804
City, State & Zip

(407) 481 2535
Daytime Telephone number

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DEPT OF STATE
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF THE KEL FOUNDATION, INC.

The undersigned, for the purpose of forming a **nonprofit corporation** under the Florida Not For Profit **Corporation** Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1. Name. The name of the corporation is as follows: **THE KEL FOUNDATION, Inc.**

ARTICLE 2. Address. The address of the principal office and the mailing address of the corporation is: 733 W Colonial Drive, Orlando, Fl. 32804.

ARTICLE 3. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is: 733 W Colonial Drive, Orlando, Fl. 32804. The name of its initial registered agent at that address is: Jeffrey S. Kaufman.

ARTICLE 4. No Members. The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5. Not For Profit. The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

ARTICLE 6. Duration. The duration (term) of the corporation is perpetual.

ARTICLE 7. Purposes. The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to

- To provide aid and assistance for those in need, or those without.
- To advance the cause of the less fortunate.
- To provide the means for a brighter future for the less fortunate.
- To encourage the receipt of tax-deductible gifts of money, time and resources for the benefit and furtherance of all the aforementioned activities; and
- To furnish funds, property, grants, and services to other organizations in furtherance of any of the foundation's purposes.

ARTICLE 8. Powers. Solely for the above purposes, the corporation shall have the following powers:

- A. Receive tax-deductible gifts of money, time and resources for the benefit and

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ORLANDO, FLORIDA

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furtherance of all of the purposes detailed in Article 7.

Furnish funds, property, grants, and services to individuals and to other organizations in furtherance of any of the foundation's purposes

Arrange for, sponsor, co-sponsor, organize, promote, or operate events for the purpose of generating revenue for the purposes set out in Article 7.

B. To exercise all rights and powers conferred by the laws of the State of Florida on **nonprofit corporations**, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which **nonprofit corporations** may be incorporated under the Florida Not For Profit **Corporation Act**, and any successor or amendment to the Florida Not For Profit **Corporation Act**.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. *Limitation*. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 Article 7 (Purposes) of these Articles.

ARTICLE 11. *Private Foundation Status*. The Corporation is intended to be a Private Foundation. During any period of time in which the corporation is deemed to be a PRIVATE FOUNDATION within the meaning of Section 509 of the Internal Revenue Code, as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:

Each year, the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Internal Revenue Code;

The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code.

The corporation shall not sell, exchange, distribute, or otherwise, dispose of any "excess business holdings" (as defined in Section 4945(c) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

The corporation shall not make any investments which would jeopardize

the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.

The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE 12. *Dissolution.* On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

ARTICLE 13. *Board of Directors.* There shall be a board of directors consisting of at least three individuals.

Jeffrey S. Kaufman, 733 W Colonial Drive, Orlando, Fl. 32804

Matthew S. Englett, 733 W Colonial Drive, Orlando, Fl. 32804

Craig R. Lynd, 733 W Colonial Drive, Orlando, Fl. 32804

After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 14. *Officers.* The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE 15. *Incorporators.* The name and street address of each incorporator is as follows:

Jeffrey S. Kaufman, 733 W Colonial Drive, Orlando, Fl. 32804

Matthew S. Englett, 733 W Colonial Drive, Orlando, Fl. 32804

Craig R. Lynd, 733 W Colonial Drive, Orlando, Fl. 32804

ARTICLE 16. *Bylaws.* The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 17. *Amendment.* The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 18. *Indemnification and Civil Liability Immunity.* The corporation shall

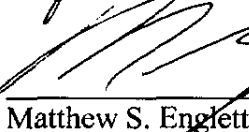
indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 19. *Commencement of Corporate Existence.* The date when corporate existence shall commence is 12-7-04.

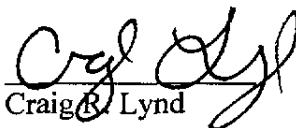
In, witness, the undersigned incorporator has signed these articles of incorporation on _____ [date].


Jeffrey S. Kaufman

2 DEC 04
Date


Matthew S. Englett

12-5-04
Date


Craig R. Lynd

12/5/04
Date

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

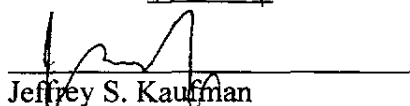
KEL FOUNDATION, INC.

2. Name and address of the registered agent and office:

Jeffrey S. Kaufman
733 W Colonial Drive
Orlando, FL 32804

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: 12-2-04


Jeffrey S. Kaufman