

NOS000002295

Duane Lonnay

(Requestor's Name)

3033 O'Brien Dr.

(Address)

Tallahassee FL

(Address)

FL 32309

(City/State/Zip/Phone #)



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TALLAHASSEE, FL 32304

APPROVED  
AND  
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05 MAR -7 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**KEPHA COMMUNICATIONS, INC.**

**A FLORIDA NOT FOR PROFIT CORPORATION**

**THE UNDERSIGNED INCORPORATOR**, in accordance with the requirements of the Florida Not For Profit Corporation Act, chapter 617, Florida Statutes, and acting as the incorporator of a Florida Not For Profit Corporation, adopts the following Articles of Incorporation and states the following:

**ARTICLE I**

**NAME**

The name of the Florida Not For Profit Corporation is **KEPHA COMMUNICATIONS, INC.** (the Corporation).

**ARTICLE II**

**ADDRESS**

The initial principle office of the Corporation and the initial mailing address of the Corporation is 3033 O'Brien Drive, Tallahassee, Florida 32309.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in the State of Florida is 2061-2 Delta Way, Tallahassee, Florida 32303, and the mailing address of the registered office of the Corporation in the State of Florida is Post Office Box 3209, Tallahassee, Florida 32315-

3209. The name of the registered agent of the Corporation at such addresses is Mr. Jody Lamar Finklea, Esq.

#### **ARTICLE IV**

##### **TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless sooner dissolved in accordance with Florida law.

#### **ARTICLE V**

##### **PURPOSE**

The Corporation is organized exclusively for charitable, educational, religious or other exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended. The Corporation is also organized for the purposes of making contributions or donations to other § 501(c)(3) organizations within the meaning of Internal Revenue Code, as may be amended and exempt from taxation under § 501(a) of the Internal Revenue Code, as may be amended.

#### **ARTICLE VI**

##### **POWERS**

The powers of the Corporation shall be provided in the By-Laws of the Corporation in accordance with Chapter 617, Florida Statutes, as may be amended, with the following limitations within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However the Corporation shall be authorized and empowered to pay a reasonable salary for services

rendered by its employees and to make payments and other distributions in the furtherance of the purposes set forth in Article V.

2. No more than an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article V.

3. No more than an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing of distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

## **ARTICLE VII**

### **NON-STOCK**

The Corporation is organized on a non-stock basis.

## **ARTICLE VIII**

### **MEETINGS**

After incorporation, the initial directors named in Article IX shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting.

The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating in the meeting to simultaneously hear one another. A director

participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed written communications, including but not limited to email, provided all board members agree.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by or under the direction of a board of directors. The Corporation's initial board shall consist of five (5) directors, as named herein. Directors shall not receive compensation for their service as directors, but they shall be reimbursed for expenses incurred in the performance of their respective duties. The number of directors, the directors' terms of office, removal of directors, and the method of election of directors shall be as stated in the By-Laws of the Corporation, as may be amended from time to time. In addition to the powers hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the Florida Not For Profit Corporation Act, these Articles of Incorporation, and the By-Laws of the Corporation, all as may be amended from time to time. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are:

| <u>NAME</u>           | <u>ADDRESS</u>  |
|-----------------------|---|
| Bruce R. Conroy, Esq. | 3033 O'Brien Drive<br>Tallahassee, Florida              |
| Dr. Michael Mangan    | 3807 Sampson Court<br>Tallahassee, Florida              |
| Christa Calamas, Esq. | 600 Victory Gardens Drive, B-12<br>Tallahassee, Florida |

Mark Dunn, Esq.

3745 Lifford Circle  
Tallahassee, Florida

Francis Salancy

945 Ridge Road  
Monticello, Florida

## **ARTICLE X**

### **OFFICERS**

The Officers of the Corporation shall be a President and Vice-President. Additional Officers shall be a Secretary, a Treasurer, Assistant Secretary(ies)/Treasurer(s), and such other Officers as the Board of Directors may from time to time by resolution create. The election, term, removal, and duties of the Officers shall be as set forth in the By-Laws of the Corporation, as may be amended from time to time.

## **ARTICLE XI**

### **BY-LAWS**

In furtherance, and not in limitation, of the powers conferred upon it by the laws of the State of Florida, the By-Laws of the Corporation shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Directors present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

## **ARTICLE XII**

### **MEMBERSHIP**

Membership in the Corporation, conditions of membership, and all other matters pertaining to membership in the Corporation shall be as provided for in the By-Laws, as may be amended.

**ARTICLE XIII**  
**AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner stated in the By-Laws of the Corporation, as may be amended from time to time.

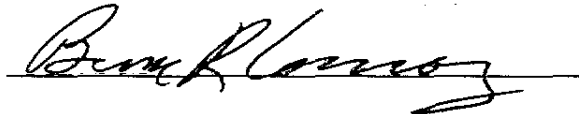
**ARTICLE XIV**  
**DISSOLUTION**

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations of the Corporation, the assets of the Corporation shall be distributed for any one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, or shall be distributed to a State or Federal government for a public purpose.

**ARTICLE XV**  
**INCORPORATOR**

The name and address of the Incorporator of the Corporation is Bruce R. Conroy, 3033 O'Brien Drive, Tallahassee, Florida 32309.

**THE UNDERSIGNED**, for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act, has executed these Articles of Incorporation on this 7<sup>th</sup> day of March, 2005.

A handwritten signature in cursive script, appearing to read "Bruce R. Conroy", is written over a horizontal line.

**BRUCE R. CONROY**  
Incorporator



IN WITNESS WHEREOF, I Jody Lamar Finklea, Esq., having been named Registered Agent and to accept service of process for KEPHA COMMUNICATIONS, INC. at the place designated in these Articles of Incorporation, 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 this 7<sup>th</sup> day of March, 2005.


  
JODY LAMAR FINKLEA, ESQ.  
Registered Agent

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF LEON     )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of March 2005, by JODY LAMAR FINKLEA, ESQ.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

NOTARY PUBLIC

  
(Name of Notary Public, Print, Stamp,  
or Type as Commissioned)

Personally known ☒ OR produced identification \_\_\_\_\_  
Type of identification produced: \_\_\_\_\_



Karen R. Culpepper  
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