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## COVER LETTER

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

**SUBJECT: THE KONGDAN 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: KENNETH B. CRENSHAW, ESQ.

Name (Printed or typed)

1555 PALM BEACH LAKES BLVD, STE 920

Address

WEST PALM BEACH, FLORIDA 3340 1

City, State & Zip

(561) 439-6100

Daytime Telephone number

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

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE KONGDAN FOUNDATION, INC.**

The undersigned acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation is:

**THE KONGDAN FOUNDATION, INC.**

**ARTICLE II - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 19 Baytree Circle, Boynton Beach, Florida 33463.

**ARTICLE IV - PURPOSES**

The mission of The Kongdan Foundation is to strengthen the capacity of people in the United States, China and throughout the world to meet the challenges of global interdependence. To advance this mission, The Kongdan Foundation purpose is to develop partnerships in the following areas:

**Promote the historical thought of Chinese philosophers Confucius, Lao Tzu (Taoism), the I Ching and others and their impact on the world.**

Through publishing books on Chinese history, education and culture and promoting religious understanding of various world religions. To be a bridge linking peoples and philosophies throughout the world that promotes friendship by global education, cultural exchange and harmony.

**Health and Education Security and Economic Empowerment**

Giving people the capacity to understand, improve and gain some control over their financial situation strengthens individuals, families, communities and countries.

Health and education security along with economic empowerment builds integrity, restores hope and engenders personal and community responsibility.

**Leadership Development and Citizen Service**

The Kongdan Foundation believes that all our institutions - private and public - must devote time to training and nurturing leaders, especially leaders of the next generation.

By nurturing this spirit at home and introducing it to others around the world, we will ensure a better future not only for our nation but also for the world.

**Racial, ethnic and religious reconciliation**

Throughout history, we have been naturally inclined to find meaning by positively identifying with what we know and understand-our family, our tribe, our nation, our race, our religion- and to define ourselves by negative references to the "others". But, as we grow more interdependent, we are compelled to expand the definition of who is "us" and shrink the definition of who is "them".

Especially in building relations between people everywhere, religious and ethnic differences should serve to build acceptance of others beliefs and efforts to show similarities and build upon them. The Kongdan Foundation will serve as a vehicle to do this through books, publications and other materials at its disposal.

To assist in carrying out its purposes, the Corporation may receive, hold, invest and reinvest gifts and grants of money or property; to collect income therefrom; to invest in and/or sell property, and to disburse funds to any person or organization, public or private which is qualified as a non-profit entity.

## ARTICLE V - PROHIBITION AGAINST CERTAIN ACTIVITIES

Under no circumstance shall the Corporation engage in any activity which is of a political or military nature, and further provided, however, as follows:

(A) No part of the net earnings of the Corporation shall inure for the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, 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 Section 501(c)(3) purposes. 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.

(B) 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 corresponding section of any future Federal Tax Code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

(C) In the event of the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code), or shall be distributed to the Federal Government, or to a State or Local Government, for a public purpose.

(D) Any other provisions herein notwithstanding, no member, director, officer or private individual shall engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal Tax Law); nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal Tax Laws); nor make any taxable expenditures as defined in Section 4945 of the Internal revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal Tax Laws).

#### ARTICLE VI - MEMBERSHIP

The Corporation shall not have members.

#### ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The number, manner of electing, and powers of Directors, shall be provided in the Bylaws, and shall consist of not less than three (3), nor more than eleven (11), which persons shall hold office until their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never consist of less than three (3). The names and addresses of the initial directors are as follows:

DANIEL DECARLO	19 Baytree Circle
President, Treasurer	Boynton Beach, Florida 33463
ANNA M. DECARLO	19 Baytree Circle
Secretary, Vice Pres	Boynton Beach, Florida 33463
ZHIXIN ZHANG	19 Baytree Circle
Vice Pres-International	Boynton Beach, Florida 33463

#### ARTICLE VIII - OFFICERS

The corporation shall have a President, Vice Presidents, and Secretary and Treasurer; the election, powers, and duties of the officers are as provided in the Bylaws.

#### ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent is:

DANIEL DECARLO	19 Baytree Circle
	Boynton Beach, Florida 33463

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

DANIEL DECARLO                      19 Baytree Circle  
   Boynton Beach, Florida 33463

ARTICLE XI - BYLAWS

The bylaws of this Corporation may be adopted, altered, amended, or rescinded by majority vote of the Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII - AMENDMENT OF ARTICLES


These Articles of Incorporation may be amended by resolution adopted by the vote of two-thirds of the Directors present at any meeting of the Board of Directors, duly called and at which a quorum is present; provided however, that if the meeting is other than the annual meeting of the Board of Directors, three (3) days' advance written notice of the time, place and purpose of such meeting shall be given to each director unless such notice shall be waived in writing.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors or Officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, and/or officers, except in relation to matters as to which any such director and/or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to

any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23 day of January, 2005.



DANIEL DECARLO, Incorporator

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

Pursuant to the provisions of Section 607.0501 or 61730501, 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 KONGDAN FOUNDATION, INC.

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

DANIEL DECARLO  
19 Baytree circle  
Boynton Beach, Florida 33463

Having been named a 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.



DANIEL DECARLO, Registered Agent

1/23/06

Date