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FLORIDA PROFIT/NON PROFIT CORPORATION

Kelly S. Byron Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KELLY S. BYRON FOUNDATION, INC.
(a Florida Not For Profit Corporation)**

The undersigned, acting as incorporator of a Florida not for profit corporation, hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is Kelly S. Byron Foundation, Inc.

ARTICLE II - ADDRESS

The address of the initial principal office of the Corporation, and the Corporation's initial mailing address, is 2009 N.E. 22nd Street, Wilton Manors, Florida 33305.

ARTICLE III - PURPOSE

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). In furtherance of the purposes of the Corporation, and subject to the limitations and restrictions set forth in these Articles, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including, but not limited to, support of public charities involved with the environment, animals, children, community, and education, and all corporate powers corporations may have under the Florida Not For Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law.

ARTICLE IV - LIMITATIONS AND RESTRICTIONS

The Corporation is organized not for profit, and no part of its income shall ever be distributed to any member, director, officer or any private individual, *provided, however*, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

The Corporation shall not, as a substantial part of the activities of the Corporation, attempt to influence legislation by propaganda, lobbying or otherwise; nor shall the Corporation participate in or intervene in (including by publication or distribution of statements or otherwise), any political campaign on behalf of or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an

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organization exempt from taxation under Section 501(c)(3) of the Code, and the related Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization to which contributions are deductible under Section 170 of the Code, and the related Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

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 Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States revenue law.

The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States revenue law.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of, a Board of Directors. The Board of Directors initially shall consist of three (3) persons who shall hold office until their successors are duly appointed and qualified. The manner in which such successor Directors are elected or appointed will be set forth in the Bylaws of the Corporation. The number of the Directors may be increased or decreased from time to time, as provided in the Bylaws of the Corporation, but shall never be less than three (3) Directors. The names and addresses of the initial Directors are set forth below:

Kelly S. Byron
2009 N.E. 22nd Street
Wilton Manors, Florida 33305

Susan Byron Landon
5497 Leitner Drive East
Coral Springs, Florida 33067

Jeff Byron
4777 N.W. 90th Way
Coral Springs, Florida 33067

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ARTICLE VI - NO MEMBERS

The Corporation shall have no members.

ARTICLE VII - DISSOLUTION

The assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the charitable purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation, in such proportions as the Board of Directors (or in their absence as a court of competent jurisdiction) may determine, to such organizations organized and operated exclusively for religious, scientific, educational or charitable purposes as shall qualify as an exempt organization under Code Section 501(c)(3) (or any successor legislation).

ARTICLE VIII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2009 N.E. 22nd Street, Wilton Manors, Florida 33305, and the name of the initial Registered Agent of the Corporation at that address is Kelly S. Byron.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Kelly S. Byron
2009 N.E. 22nd Street
Wilton Manors, Florida 33305

ARTICLE X - BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors.

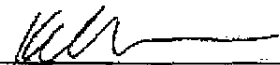
ARTICLE XI - AMENDMENT TO ARTICLES

The power to amend these Articles of Incorporation shall be vested solely in the Board of Directors.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9 day of March, 2006.

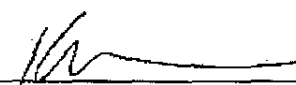


Kelly S. Byron
Incorporator

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Kelly S. Byron Foundation, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of Kelly S. Byron Foundation, Inc.

Date: March 9, 2006



Kelly S. Byron
Initial Registered Agent

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