

No 600005840

Richard R. Cook, Esq.
(Requestor's Name)

P.O. Box 1929
(Address)

DeLand, FL 32120
(Address)

(386) 736-1012
(City/State/Zip/Phone #)



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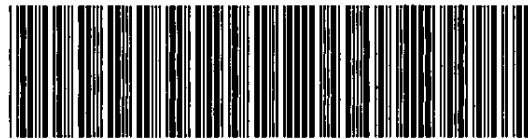
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 23, 2006

RICHARD R. COOK, ESQ.
P.O. BOX 1929
DELAND, FL 32720

SUBJECT: KENNEY FOUNDATION, INC.
Ref. Number: W06000023597

RECEIVED
06 MAY 30 PM 1:49
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for KENNEY FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filing Section

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KANE AND COOK

P.O. Box 1929, DeLand, FL 32721

386-736-1012 phone, 386-736-1061 fax

Fax Cover Sheet

Date: 5/26/06

Name: Div. of Corporations

Fax: _____

From: Richard R. Cook, Attorney

Subject: _____

Pages: _____

Comments:

Please see attached corrections.

Thank You
melissa

ARTICLES OF INCORPORATION
OF
KENNEY FOUNDATION, INC.
a Non-Profit Corporation

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DIVISION OF CORPORATIONS
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I

The name of the corporation is Kenney Foundation, Inc..

II

The corporation shall have perpetual existence. It is a non-profit corporation as described in Section 501 (c) (3) of the Internal Revenue Code.

III

The initial registered office of the corporation shall be at 505 E. New York Avenue, Suite 8, DeLand, Florida 32724. The initial registered agent of the corporation at such address shall be Richard R. Cook.

IV

The corporation is organized for the following purposes:

- (a) To provide orphan and abandoned children throughout the world a place to live, proper nourishment and education.
- (b) To cooperate with other charitable organizations, through grants and otherwise, which are working toward the same purposes.
- (c) To receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of this Charter of Incorporation; but no gift, bequest, devise or purchase of any property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purpose other than "charitable purposes" within the respective meanings of such quoted terms as defined in Articles VIII and IX, or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or acts in amendment thereof or

substitution therefor.

(d) To provide orphan and abandoned children throughout the world a place to live, proper nourishment and education in any ways as are consistent with the charitable purposes within the meaning of Section 501(c)(3) of the internal revenue code, as amended.

(e) The purpose of the Corporation shall be exclusively religious, charitable, and educational within the meaning of Section 501(c)(3) of the internal revenue code, as amended.

V

The affairs of the corporation shall be managed by a Board of Directors. The method of election of Directors shall be as determined by the by-laws of the corporation.

VI

(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4982 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the Directors shall

be suited to carrying out the foregoing purposes, including without hereby limiting the generality of the foregoing language, the acquisition by purchase, gift, rental, or otherwise, and the management, care, sale or lease, or other disposition of, real property, and interest in real property, including buildings and other improvements thereon, the construction, reconstruction, repair and/or alteration of such buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, dispensation, lease, or other disposition of equipment, supplies, and other personal property and interest in personal property of whatsoever name or nature, and the retention of the services (whether directly or through contact or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees provided, always, however, that no part of the property held by the corporation, or the earnings thereon, shall inure or be payable to or for the benefit of any private individual, officer or director, except that the Corporation shall be authorized to pay reasonable compensation for services rendered or for property acquired, either real or personal to any individual. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or the participation in, or intervention (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

VII

In the event of the dissolution of this corporation, to the extent allowed under applicable law, all of the assets of the corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which this corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, which said corporations, funds or foundations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, or as subsequently amended which shall be selected by the Board of Directors of the corporation. In the event that for any reason upon the dissolution of the corporation the Board of Directors of the corporation shall fail to act in the manner herein provided within a reasonable time, the Judge of the Circuit Court of Volusia County shall make such distribution as herein provided upon the application of one or more persons having a real interest in the corporation or its assets.

VIII

In these Articles of Incorporation and in any amendments to them, the terms "charitable organizations" or "charitable organization" shall mean corporations, trusts, funds, foundations, community chests or other organizations created or organized in the United States or any of its possessions, whether under the laws of the United States, any state or territory of the United States, the District of Columbia, or any possessions of the United States, and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. The organizations described in this Article VIII shall be such only as are entitled to exemption from income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or acts in amendments thereof or substitution therefor.

IX

In these Articles of Incorporation and any amendments to them, the term "charitable purposes" shall mean, and shall be limited to and shall include only, religious, charitable, scientific, literary or educational purposes within the meaning of those words as used in Section 501 (c) (3) of the Internal Revenue Code of 1954, or acts in amendment thereof or substitution thereof.

X

As a means of accomplishing the foregoing charitable, religious and educational purposes, the corporation shall have the following additional powers:

- (1) To adopt, amend and alter by-laws of the corporation governing its internal affairs.
- (2) To elect and appoint officers, agents, and employees, consistent with said by-laws and this Charter and not in violation of law.
- (3) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment

of any such obligations by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of trust or by other privilege upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as may be provided for in the by-laws of the corporation subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or reasonably necessary to the attainment of the purposes of the corporation, subject to the further limitation and conditions that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

XI

The initial Board of Directors shall consist of:

President	Jonathan Kenney
Vice President	Carmen F. Corrente
Secretary	Richard R. Cook
Treasurer	Richard R. Cook

The Board of Directors shall never consist of fewer than three members.

XIII

The names and addresses of the incorporator is:

Richard R. Cook, 2253 River Ridge Road, DeLand, FL 32720

XIV

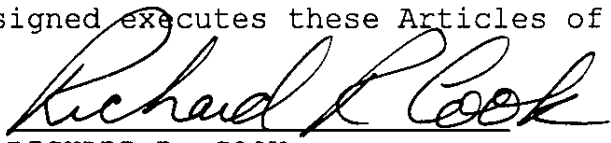
The corporation's principal office and or mailing address is:

505 E. New York Ave., Ste. 8
Deland, FL 32720

XV

The directors of the corporation shall be elected as is stated in the bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.


RICHARD R. COOK


STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a notary public personally appeared the foregoing RICHARD R. COOK, the individual described as Incorporator, who is personally known to me and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 26th day of May 2006.

Notary _____
Title _____
DD173442 _____
Serial Number _____



Melissa A. Bruno
My Commission DD173442
Expires December 22, 2006


Notary Signature
Melissa A. Bruno
Notary Name Printed
Commission expires: 12/22/06

ACCEPTANCE BY REGISTERED AGENT
KENNEY FOUNDATION, INC.

Having been named Resident Agent and to accept Service of Process for the above named corporation at the place designated in these Articles of Incorporation, 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.

Resident Agent


RICHARD R. COOK

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