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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS.10-18

A. KEL LONG, III, P.C.

ATTORNEY AT LAW

ONE BUCKHEAD PLAZA
3060 PEACHTREE ROAD • SUITE 1725
ATLANTA, GEORGIA 30305

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AKL3PC@mindspring.com

October 15, 2007

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: OHANA INSTITUTE, INC.

Dear Sir or Madam:

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: A. KEL LONG, III
3060 PEACHTREE ROAD
SUITE 1725
ATLANTA, GEORGIA 30305
(404) 238-0174

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OHANA INSTITUTE, INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE 1 NAME

The name of the corporation shall be:

OHANA INSTITUTE, INC.

ARTICLE 2 PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

**31 Windward Lane
Rosemary Beach, Florida 32461**

The mailing address of this corporation shall be:

**Post Office Box 611477
Rosemary Beach, Florida 32461**

ARTICLE 3 PURPOSE

The purpose for which the corporation is organized is as follows:

The corporation shall be a nonprofit corporation under the provisions of the Florida Statutes. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To actively undertake and operate charitable endeavors, including without limitation, to promote education through the creation of a school for the primary education of children.

(b) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;

(c) To make distributions for other charitable purposes;

(d) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and

disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and

(e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Statutes (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this ARTICLE 3 and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4 MANNER OF ELECTION

The manner in which the directors are elected is to be set forth in the corporation's bylaws.

ARTICLE 5 INITIAL DIRECTORS AND/OR OFFICERS

The initial Directors of the corporation are:

Allen Burgtorf
Post Office Box 611477
Rosemary Beach, Florida 32461

Paige McNamara
118 Bridgetown Avenue
Rosemary Beach, FL 32461

Elizabeth Leticia Burgtorf
Post Office Box 611477
Rosemary Beach, Florida 32461

Timothy McNamara
118 Bridgetown Avenue
Rosemary Beach, FL 32461

ARTICLE 6 INITIAL REGISTERED AGENT AND STREET ADDRESS

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

**Allen Burgtorf
31 Windward Lane
Rosemary Beach, Florida 32461**

ARTICLE 7 INCORPORATOR

The name and address of the Incorporator is:

**Allen Burgtorf
Post Office Box 611477
Rosemary Beach, Florida 32461**

ARTICLE 8 PERPETUAL DURATION

The corporation shall have perpetual duration.

ARTICLE 9 TAX-EXEMPT NONPROFIT CORPORATION

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; 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 as set forth in ARTICLE 3 hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE 10 PRIVATE FOUNDATION RESTRICTIONS

(a) 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 Internal Revenue Code.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE 11 BOARD OF DIRECTORS

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the Directors to carry out the purposes and functions of the corporation. The Directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 12 MEMBERS

The corporation initially shall have no members. However, the Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

ARTICLE 13 DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county

in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14 DEFINITIONS

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE 15 LIMITATION OF DIRECTORS LIABILITY

(a) A Director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a Director, except for liability, (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Florida Statutes or, by reference, if appropriate, the Florida Corporations Not For Profit Code hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Statutes or the amended Florida Corporations Not For Profit Code, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE 16 AMENDMENTS

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the Directors then in office.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation,
this 30th day of September, 2007.



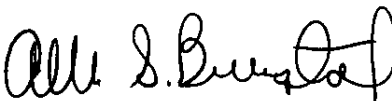
ALLEN BURGTORF, Incorporator

Post Office Box 611477
Rosemary Beach, Florida 32461
850 534-4464

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Sept. 30, 2007
DATE



ALLEN BURGTORF, Registered Agent
31 Windward Lane
Rosemary Beach, Florida 32461

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