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February 22, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Kayla Chapman Foundation, Inc.
(A Florida Not For Profit Corporation)
Our File No. 08-14006

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Sid C. Peterson, Jr.", written over the typed name.

SID C. PETERSON, JR.

SCP/bg
Enclosures

ARTICLES OF INCORPORATION

OF

**THE KAYLA CHAPMAN FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS**

The name of this Corporation shall be: **THE KAYLA CHAPMAN FOUNDATION, INC.**, with its principal office located at 624 3rd Avenue, New Smyrna Beach, Florida 32169 and its corporate mailing address being the same.

**ARTICLE II
PURPOSE**

THE KAYLA CHAPMAN FOUNDATION, INC. (hereinafter "*The Foundation*") shall be operated and organized not for pecuniary profit. The specific and primary purposes for which this corporation is organized are:

A. This corporation is being formed for the specific and primary purpose of providing financial support to families of need when they encounter unexpected expenses and loss of income resulting from their minor children being hospitalized for a heart related medical problem.

B. The general purpose for which this corporation is organized are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual, except that reasonable compensation may be paid for services rendered on behalf of the corporation.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed

income by Section 4942 of the Internal Revenue Code, or the corresponding section of any further federal tax code.

E. 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.

F. 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.

G. The corporation will not make any investments in such 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.

H. 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.

ARTICLE III P O W E R S

A. The corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now exist, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers and rights.

B. In exemplification, but not in limitation, the powers include those:

1.) To receive and hold by gift, bequest, devise, grant or purchase real and personal property; to invest, divest, and reinvest same; and, to use and disburse of the same for the purposes designated in Article II hereof.

2.) To act and perform the duties of Trustee or to act in any other fiduciary capacity which serves the interests described in Article II hereof.

C. This corporation, in exercising any one or more of such powers, shall do so only in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

D. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation, Act, as amended.

ARTICLE VI
NONSTOCK CORPORATION

This corporation is organized upon a nonstock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VI
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

NANCY COLE-CAPUTO
624 3rd Avenue
New Smyrna Beach, Florida 32169

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII
MEMBERSHIP

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the by-laws.

ARTICLE VIII
BOARD OF DIRECTORS

This Corporation shall have three (3) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than three (3). The Board of Directors will be elected or appointed in accordance with the by-laws of this corporation.

**ARTICLE IX
INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street addresses are:

NANCY COLE-CAPUTO	800 1 st Avenue New Smyrna Beach, Florida 32169
CAROL MARTIN	440 Highland Drive Riverside, California 92507
DARREL MARTIN	440 Highland Drive Riverside, California 92507

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his or her successors are elected or appointed and have qualified, whichever occurs first. The Directors of this Corporation shall be elected or appointed in accordance with the by-laws of this corporation.

**ARTICLE X
OFFICERS**

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. The officers of this Corporation shall be elected or appointed in accordance with the by-laws of this corporation. Any two or more offices may be held by the same person.

**ARTICLE XI
INITIAL OFFICERS**

The names of the initial officers of this Corporation and their street addresses are:

President	NANCY COLE-CAPUTO 800 1 st Avenue New Smyrna Beach, Florida 32169
Vice-President/Secretary Treasurer	CAROL MARTIN 440 Highlander Drive Riverside, California 92507

**ARTICLE XII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

NANCY COLE-CAPUTO
624 3rd Avenue
New Smyrna Beach, Florida 32169

ARTICLE XIII
AMENDMENTS

These Articles of Incorporation may be amended by an affirmative vote of the majority of those members present at the annual meeting or at a special meeting called for that purpose.

ARTICLE XIV
INDEMNIFICATION

This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XV
DISSOLUTION

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501(c)(3), 501(c)(7), or 170(c)(2), of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersigned as Incorporators have executed the foregoing Articles of Incorporation on this 22 day of February 2008.



NANCY COLE-CAPUTO

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **NANCY COLE-CAPUTO**, who is personally known to me or who has produced N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 22nd day of February 2008.

Christiane M. Remington
Christiane M. Remington

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **THE KAYLA CHAPMAN FOUNDATION, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named **NANCY COLE-CAPUTO**, 624 3rd Avenue, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

Nancy Cole-Caputo
NANCY COLE-CAPUTO, as Registered Agent

2008 FEB 25 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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