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2008 MAY -2 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS.5-5

COVER LETTER

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

SUBJECT: Kinder Institute, 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: David L. Evans
Name (Printed or typed)

P.O. Box 2854
Address

Orlando, Florida, 32802
City, State & Zip

407 425-9044
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
KINDER INSTITUTE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME, TERM OF EXISTENCE AND LOCATION

The name of the Corporation shall be KINDER INSTITUTE, INC.

The term of existence of the Corporation shall be perpetual.

Its principal office shall be located at Orlando, Orange County, Florida, or at such other locations within and without the State of Florida as may be hereafter established by the Board of Directors.

The street address of the initial principal office and registered office of the Corporation and the address of the registered agent shall be 225 E. Robinson Street, Suite 600, Orlando, Florida, 32802 and its registered agent shall be David L. Evans.

ARTICLE II
MISSION AND PURPOSE

The Corporation shall be organized and operated exclusively to provide charitable and educational services, as permitted by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code"), including the following specific and primary purposes:

- (a) The Kinder Institute is organized to provide psychotherapeutic and support services to families with an infant/young child at risk for a medical, genetic, developmental and/or emotional disability. The organization also aspires to train professionals in the community on most innovative and effective treatment modalities. Grant writing and charitable fund raising will be used to help obtain the Institute's mission.
- (b) To receive contributions in support of these purposes and to make donations to other organizations qualified for exemption from federal income tax under the Tax Code for these purposes.

ARTICLE III
MEMBERS OF THE CORPORATION

The Corporation shall have no Members.

ARTICLE IV
POWERS AND AUTHORITY

The powers and authority of the Corporation shall include, but are not limited to, the following:

(a) To undertake and enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the mission and purpose of the Corporation.

(b) To receive gifts, devises and bequests of money or of real or personal property.

(c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.

(d) To construct, operate, maintain and improve, and to buy, hold, own develop, sell, exchange, convey, assign, mortgage or lease any real estate and any personal property solely for the achievement of the mission and purpose of the Corporation.

The Corporation is organized and operated exclusively for not-for-profit charitable and educational purposes, and, except as permitted by the laws of the State of Florida and the Internal Revenue Code, no part of the income or assets of the Corporation shall be distributed to, nor inure to, the benefit of any director, officer or employee of the Corporation, contributor, or private individual. No profits or dividends shall ever come to the members of the Board of Directors or their associates or successors and the Corporation shall have no capital stock. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission and purpose.

Notwithstanding any other provisions of these Articles, this Corporation will not carry on any activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Tax Code or (b) a Corporation, contributions to which are deductible under Section 170(b)(2) of the Tax Code.

This Corporation shall make distributions at such times and in such manner as not to subject the Corporation to tax under Section 4942 of the Tax Code. This Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941 of the Tax Code), from retaining any excess business holdings (as defined in Section 4943 of the Tax Code), from

making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Tax Code, and from making any taxable expenditures (as defined in Section 4945 of the Tax Code).

ARTICLE V **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors elected in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time by the Board of Directors, but there shall not be fewer than three directors. The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws.

The initial Board of Directors shall be:

Uschi Schueller	2615 Verona Trail, Winter Park, Florida, 32789
Elizabeth Walker	19 E. Harvard Street, Orlando, Florida, 32804
Erika Rohlfing	1612 E. Harding Street, Orlando, Florida, 32806

ARTICLE VI **OFFICERS OF THE CORPORATION**

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices and elect officers, as provided in the Bylaws. The officers of the Corporation may, but need not be, members of the Board of Directors.

ARTICLE VII **BYLAWS**

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board of Directors, or at a special meeting called for such purpose, and shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE VIII **DISSOLUTION**

In the event of dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the Board shall distribute the residual assets of the Corporation to one or more corporations determined to be exempt from income tax under

Section 501(c)(3) of the Tax Code. No part of such assets will inure to the benefit of any director, officer or employee of this Corporation, contributor or private individual.

ARTICLE IX
AMENDMENTS

The Articles of Incorporation may be amended or restated by a vote of the majority of the Board of Directors, a quorum being present at any regular or special meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of April, 2008.



Uschi Schueller, Incorporator

2615 Verona Trail
Winter Park, FL 32789


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That KINDER INSTITUTE, INC., desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the Articles of Incorporation at 225 E. Robinson
Street, Suite 600, Orlando, Florida, 32802, Orange County, State of Florida, has named David L.
Evans as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.



David L. Evans
(Registered Agent)

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TALLAHASSEE, FLORIDA