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FLORIDA PROFIT/NON PROFIT CORPORATION

Angela M. Kelsey Foundation, Inc.

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**ARTICLES OF INCORPORATION OF
ANGELA M. KELSEY FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the Florida Not For Profit Corporation Act, Chapter 17 of the Florida Statutes as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of this Corporation is: Angela M. Kelsey Foundation, Inc. The principal place of business and mailing address are: 1812 S.W. 31st Avenue, Pembroke Park, Florida 33009.

ARTICLE II

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, including, for such purposes, providing financial assistance to women in the areas of health and violence or to other charitable organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding sections of any prior or future law.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Directors, Members, and Amendments

The power to amend these articles of incorporation and the bylaws of the Corporation and the power to elect and remove directors shall be vested solely in the voting member ("Voting Member") of the Corporation, unless and until the Corporation has no Voting Member at which time such power shall be vested in the board of directors of the Corporation. The qualifications of the Voting Member shall be as specified in the bylaws of the Corporation.

ARTICLE V
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Eileen Trautman	100 S.E. 2 nd Street, Suite 4000 Miami, FL 33131

ARTICLE VI
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Code §§ 501(c)(3) and 170(c)(2), or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE VII
Registered Office and Agent

The street address of the registered office of the corporation is Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of its registered agent at such address is CFRA, LLC.

ARTICLE VIII
Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

Section 3. Private Foundation Limitations. At any time during which the Corporation is classified as a private foundation for federal income tax purposes pursuant to Code § 509 or corresponding section of any future law, the Corporation:

(a) shall not engage in any act of self-dealing as defined in Code § 4941(d) or corresponding section of any future law;

(b) shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by Code § 4942 or corresponding section of any future law;

(c) shall not retain any excess business holdings as defined in Code § 4943(c) or corresponding section of any future law;

(d) shall not make any investments in such manner as to subject it to tax under Code § 4944 or corresponding section of any future law; and

(e) shall not make any taxable expenditure as defined in Code § 4945(d) or corresponding section of any future law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 10 day of May, 2009.



Eileen Trautman, Incorporator

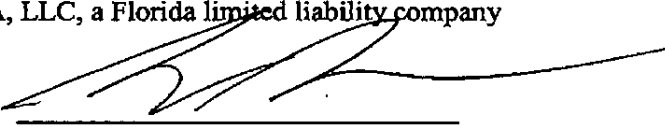
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated at the registered office, 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 duties and obligations of my position as registered agent.

Dated this 18 day of May 2009.

Registered Agent:

CFRA, LLC, a Florida limited liability company

By: 
Eileen Trautman

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