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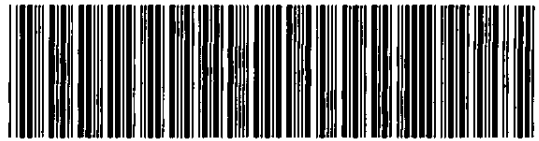
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DIVISION OF CORPORATIONS
2009 AUG -3 PM 12:46

8/4/09

COVER LETTER

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

SUBJECT: KOI ORGANISATION INTERNATIONAL, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one ² 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: Lois M. Salaun
Name (Printed or typed)

4149 Trout River Blvd.
Address

Jacksonville, Florida 32208
City, State & Zip

904 343-2020
Daytime Telephone number

loissalaun@comcast.net
E-mail address: (to be used for future annual report notification)

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

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ARTICLES OF INCORPORATION

Koi Organisation International, Inc.

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a Corporation in compliance with Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be Koi Organisation International, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 4149 Trout River Blvd, Jacksonville, FL 32208.

ARTICLE III REGISTERED AGENT

The name of the registered agent of the Corporation is Lois M. Salaun. The address of this registered agent is 4149 Trout River Blvd, Jacksonville, FL 32208.

ARTICLE IV DURATION/MEMBERSHIP

The period of duration is perpetual. The qualification for members, if any, and classes thereof, voting rights and the manner of their admission shall be regulated by the bylaws.

ARTICLE V BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. The Corporation's initial Board of Directors shall be comprised of the following natural persons:

Karen Pattist, 50 Harvest Woods, Rockfall, CT 06481, President
Marie Loftis, 460 McCullough School Road, Honea Path, SC 29654, Vice President
Lois M. Salaun, 4149 Trout River Blvd, Jacksonville, FL 32208, Secretary/Treasurer

ARTICLE VI INCORPORATOR

The name and address of the incorporator is Lois M. Salaun, 4149 Trout River Blvd, Jacksonville, FL 32208.

ARTICLE VII CORPORATE PURPOSES

The purposes for which this Corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This Corporation is formed exclusively for educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. To promote and improve the international enjoyment of the Koi Hobby by providing hobbyists with education and opportunities for scientific study on what constitutes good Koi husbandry. The Corporation shall provide mentoring and assessment of Koi Health and pond system problems and provide improvement options.
3. To aid, support, and assist by gifts, contributions, or otherwise, other Corporations, and foundations organized and operated exclusively for educational or scientific purposes, no part of the net earnings of which inures to 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.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively for charitable, educational or scientific purposes in such a manner that the Corporation will qualify 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.

ARTICLE VIII 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable, educational and scientific purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable, educational or scientific purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable, educational and scientific purposes, no part of which shall inure to the benefit of any individual. The Corporation shall not lend any of its assets to any officer or director, or guarantee to any person the payment of a loan by an officer or director of this Corporation.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable, educational or scientific purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

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 4942 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 expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of their duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

The undersigned incorporator certifies both that she executes these Articles for the purposes herein stated, and that by such execution, she affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she is subject to the criminal penalties for perjury set forth in Florida Statutes as if this document had been executed under oath.

These Articles of Incorporation are hereby executed by the incorporator on this first day of August, 2009.

Lois M. Salaun
Lois M. Salaun

Date: August 1, 2009

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in the certificate, I affirm that I am familiar with the obligations of the appointment as registered agent.

I hereby accept my appointment as registered agent for Koi Organisation International, Inc, a Florida Not for Profit Corporation.

Lois M. Salaun
Lois M. Salaun

Date: August 1, 2009

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