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FLORIDA PROFIT/NON PROFIT CORPORATION

Key Assets Fostering, Inc.

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Corporate Filing Menu

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ARTICLES OF INCORPORATION
OF
KEY ASSETS FOSTERING, INC.
(a not-for-profit corporation)

Pursuant to the filing of these Articles of Incorporation (these "*Articles*"), the undersigned hereby forms a Florida corporation not for profit under The Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes (the "*Act*").

FILED
2010 JUL 30 PM 12:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I
CORPORATE NAME

The name of the corporation formed pursuant to these Articles of Incorporation (the "*Corporation*") is KEY ASSETS FOSTERING, INC.

ARTICLE II
PRINCIPAL OFFICE ADDRESS

The Corporation's principal office address and mailing address shall initially be:

c/o Zimmerman, Kiser & Sutcliffe, P.A.
Attention: Stephen B. Hatcher, Esq.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE III
PURPOSES

The general purpose of the Corporation shall be the transaction of any and all lawful business, including but not limited to, the provision of independent children's foster care services. The Corporation shall be organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall have all of the powers enumerated in the Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; *provided, however*, such seal shall always contain the words "corporation not for profit."
- (b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

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- (c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Act or by other applicable law within or outside the State of Florida.
- (i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- (j) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- (k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.
- (l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- (m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.
- (n) To have and exercise all powers necessary or convenient to effect its general purpose.

Notwithstanding any other provision of this Article III, the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or of corresponding provision of any future United States Internal Revenue Code, or (2) a corporation to which contributions are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (26 U.S.C. §170 (c)(2)) or any other corresponding provision of any future United States Internal Revenue Law. The Corporation is not organized for profit and the property of the Corporation is irrevocably dedicated to the purposes of the Corporation as set forth in this Article III of these Articles, and no part of the net income or assets of the Corporation shall

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ever inure to the benefit of any member, director or officer, or to the benefit of any private individual, person, firm or corporation.

ARTICLE IV
RESTRICTIONS ON DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that 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 set forth herein, all subject to the requirements of the Act and the United States Internal Revenue Code.

ARTICLE V
OFFICERS AND DIRECTORS; MEMBERS

A. Management: Number of Directors. The property, business, and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of directors determined by the Bylaws from time to time, but which number shall not be less than required by applicable statute.

B. Election. Directors shall be appointed or elected and removed, and vacancies on the Board of Directors shall be filled as provided in the Bylaws.

C. Authority. All of the duties and powers of the Corporation shall be exercised by the Board of Directors.

D. Initial Directors. The names and addresses of the initial three (3) members of the Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

<u>Name:</u>	<u>Address:</u>
Joy Kelleher	1583 Woodland Way Gainesville, Georgia 30501
Estella Mary Abraham	Malvern View Saxon Business Park Stoke Prior Bromsgrove Worcestershire B60 4AD
Martin James Stuart Cockburn	Malvern View Saxon Business Park Stoke Prior Bromsgrove Worcestershire B60 4AD

E. Term. The term of office for a director shall be as established in the Bylaws of the Corporation.

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F. Officers. The affairs of the Corporation shall be administered by the officers designated in accordance with the Bylaws.

G. Members. Requirements for membership in the Corporation, if applicable, shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation and the name of the registered agent of the Corporation located at such address is as follows:

Stephen B. Hatcher, Esq.
c/o Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE VII
LIMITATIONS ON POWER OF CORPORATION AND BOARD OF DIRECTORS

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the Board of Directors:

(i) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Internal Revenue Code.

(ii) Upon dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of, all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to one or more organizations operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the court in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

(iii) The Corporation shall indemnify its directors and officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; *provided, however*, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida.

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(iv) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation for money damages. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

The enumeration and definition of particular powers of the Board of Directors included in this Article VII shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which constitutes an organization organized and operated exclusively for charitable, religious, educational and scientific purposes 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 **DURATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved and liquidated in accordance with the Bylaws of the Corporation.

ARTICLE IX **INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Stephen B. Hatcher, Esq.
Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of KEY ASSETS FOSTERING, INC., a Florida not-for-profit corporation, on July 30, 2010.

INCORPORATOR:



Stephen B. Hatcher

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ACCEPTANCE OF DESIGNATION

OF

REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Corporation:

Having been named as registered agent and to accept service of process for the above-stated not-for-profit corporation at the place designated in the Articles of Incorporation, 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 obligations of my position as registered agent as provided for in Chapter 607 of the Florida Statutes.


Stephen B. Hatcher

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2010 JUL 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA