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TALLAHASSEE, FLORIDA

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**ANDREW J. KOHAN, P.A.**  
ATTORNEY AT LAW

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Margate, Florida 33063

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September 1, 2010

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

Re: King's Knights Charitable Fund

Gentlemen:

Enclosed please find the Articles of Incorporation for King's Knights Charitable Fund.

Please file the articles and forward a certified copy to me.

Yours truly,



Andrew J. Kohan

enclosure  
king's articles

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**ARTICLES OF INCORPORATION  
OF  
KING'S KNIGHTS CHARITABLE FUND, INC.**

**(A Florida Corporation Not for Profit)**

**ARTICLE I**

**Name**

The name of this corporation is KING'S KNIGHTS CHARITABLE FUND, INC., (hereinafter called the "**Corporation**").

**ARTICLE II**

**Principal Office**

The street address and mailing address of the initial principal office of the Corporation shall be 5100 W. Copans Road, Suite 900, Margate, FL 33063.

**ARTICLE III**

**Purpose**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "**Code**"), or the corresponding section of any future federal tax code.

**ARTICLE IV**

**Manner of Election**

The directors, other than the initial directors designated pursuant to Article V hereof, shall be elected by the members of the Corporation, as defined in Article VIII hereof, at the Corporation's Annual Meeting, held pursuant to Article IX hereof, to serve terms of one year. All directors shall be members of the Corporation. The number of directors and the manner of their election shall be as set forth in the bylaws of the Corporation (the "**Bylaws**"); provided, however, that at all times there shall be not less than three directors.

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## **ARTICLE V**

### **Initial Directors**

The names and addresses of the individuals who shall serve as the initial directors of the Corporation are as follows:

**Andrew J. Kohan,**

679 NW 1200 Lane

Coral Springs, GL 33071

**Max Cohn**

9575 Weldon Cir., Apt. 202

Tamarac, FL 33321

**Alan R. Marks**

5550 Wodland Lane

Plantation, FL 33312

**Gilbert Tabakin**

10730 W. Claiemont Circle, #2

Tamarac, FL 33321

**Larry Hochfeld**

9537 Weldon Cir., Apt. 408

Tamarac, FL 33321

## ARTICLE VI

### **Initial Registered Agent and Street Address**

The name and Florida street address of the Corporation's initial registered office is: Andrew J. Kohan, 5100 W. Copans Road, Suite 900, Margate, FL 33063.

## ARTICLE VII

### **Incorporator**

The name and address of the Incorporator is: Andrew J. Kohan, 5100 W. Copans Road, Suite 900, Margate, FL 33063.

## ARTICLE VIII

### **Members**

The members of the Corporation shall consist of all active paid-up members ("Lodge Members") of King's Knights Lodge #221, Knights of Pythias (the "Lodge"), pursuant to the applicable rules and regulations of the Lodge as may be in effect from time to time. Each Lodge Member as of the date of the Corporation's formation and each individual who becomes a Lodge Member thereafter shall become a member of the Corporation concurrently, automatically and without any additional procedures or fulfillment of any additional requirements, and shall remain a member of the Corporation for the duration of such individual's status as a Lodge Member. Any person that is not a Lodge Member shall not be a member of the Corporation. Each individual who is a Lodge Member and ceases to be a Lodge Member shall cease to be a member of the Corporation concurrently, automatically and without any additional procedures or fulfillment of any additional requirements, and thereafter shall not be a member of the Corporation unless and until such individual again becomes a Lodge Member.

## ARTICLE IX

### **Annual Meeting**

The Annual Meeting of the Corporation shall be held immediately following and in the same location as the annual meeting of the Lodge at which the Lodge elects its officers.

## ARTICLE X

### **Bylaws**

The initial Bylaws shall be adopted by the affirmative vote of a majority of the initial directors. Thereafter, the Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors

(taking into account for the purpose of such determination any then-vacant seats on the Board of Directors) or the affirmative vote of a majority of the members of the Corporation at a meeting properly called according to the rules and procedures of the Lodge then in effect for calling meetings of Lodge Members; provided that (a) the notice of such meeting of the members of the Corporation shall state that one or more amendments to the Bylaws will be considered at such meeting and shall set forth generally the nature of the proposed amendments, or, at the option of the Board of Directors, shall set forth the specific proposals to be considered, and (b) notwithstanding any such notice of specific proposals, the members of the Corporation shall not be precluded from considering and adopting at such meeting any amendments that relate generally to the same subject or subjects as the proposed amendments set forth in the notice of the meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law (including but not limited to provisions of the Code that govern organizations exempt from federal income taxation, organizations contributions to which are deductible for purposes of federal income, estate or gift taxation, and, if applicable, private foundations) or with these Articles of Incorporation; provided, however, that the Board of Directors shall not amend, alter or adopt any provisions that would have the effect of contradicting or being inconsistent with any provision or amendment properly adopted and not later revoked by the members of the Corporation.

## **ARTICLE XI**

### **Amendment**

These Articles of Incorporation shall be amended only pursuant to rules, procedures and requirements identical to those set forth in Article X hereof with respect to amendment of the Bylaws, provided, however, that (a) the requirement that amendments be consistent with these Articles of Incorporation shall not apply and (b) amendments to these Articles of Incorporation shall comply as to form, filing and otherwise with the applicable requirements set forth in Chapter 617, Florida Statutes, as amended and shall become effective as provided in applicable statutes.

## **ARTICLE XII**

### **Indemnification of Directors and Officers**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may deem appropriate or advisable from time to time.

## ARTICLE XIII

### Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

## ARTICLE XIV

### Limitations on Corporate Powers

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 in Article III hereof.

B. 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 or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future federal tax code.

D. If the Corporation shall be a private foundation, as such term is defined in Section 509(a) of the Code, or corresponding section of any future federal tax code, then the Corporation:

(1) shall 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 Code, or corresponding section of any future federal tax code; and

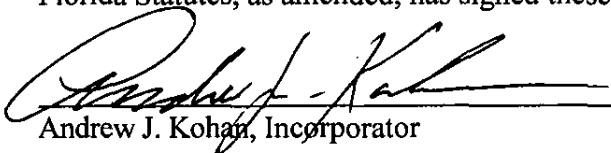
(2) shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (c) make any investments in a manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

## ARTICLE XV

### Disposition of Assets upon Dissolution

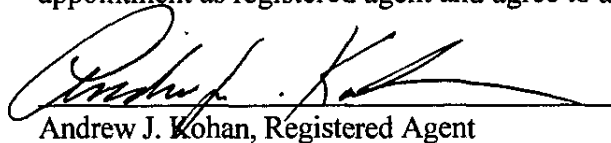
Upon dissolution of the Corporation, all assets remaining after the payment of its debts shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding sections of any future federal tax code, or to the federal government, or to the State of Florida or any political subdivision or agency thereof, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation.

  
Andrew J. Kohan, Incorporator

Sept. 1, 2010

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Andrew J. Kohan, Registered Agent

Sept. 1, 2010

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