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Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Kennedy Space Center Education Foundation, Inc.**

Certificate of Status	0
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**COVER LETTER**

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

**SUBJECT:** Kennedy Space Center Education Foundation, 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:** In Suk Catherine Koo  
Name (Printed or typed)

40 Fountain Plaza  
Address

Buffalo, NY 14202  
City, State & Zip

716-858-5328  
Daytime Telephone number

kmendez@dncinc.com  
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**

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**OF**

**KENNEDY SPACE CENTER EDUCATION FOUNDATION, INC.**

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The undersigned, acting as the incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation of such corporation:

***Article I – Name of Corporation***

The name of the corporation is Kennedy Space Center Education Foundation, Inc.

***Article II – Initial Principal Office***

The principal place of business and the mailing address of the corporation is 6225 Vectorspace Boulevard, Titusville, Florida 32780.

***Article III – Purposes of the Corporation***

The name of the corporation does not imply in any way the corporation is endorsed by the National Aeronautics and Space Administration of the U.S. Government. The purposes for which the corporation is established are exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or corresponding section of any future federal tax code, not for pecuniary profit, and shall include the goal of promoting education in science, technology, engineering and mathematics. In particular, the corporation shall assist elementary and middle school students, especially from underserved communities, in obtaining education in science, technology, engineering and mathematics, including the field of aviation and space exploration. Such assistance shall include but not be limited to the granting of scholarships to elementary and middle school students, especially those from underserved communities, to participate in camps, seminars, other educational programs relating to science, technology, engineering and mathematics; and establishing or facilitating programs to educate students, educators and the general public in science, technology, engineering and mathematics in general and space exploration in particular. In addition, for the overarching goal of promoting education in science, technology, engineering and mathematics, the corporation may assist in establishing and operating a learning center/museum emphasizing science, technology, engineering and mathematics; and continually seeking partnerships, joint ventures and cooperative efforts that would improve educational opportunities in science, technology, engineering and mathematics for America's youth.

Generally, in furtherance of the particular purposes stated above, to do any and all

acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities (i) permitted to be engaged in by any organization of the activities of which are exempt from Federal income tax under Section 501(c)(3) of Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (collectively, the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall not engage in any activity not permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### *Article IV – Directors*

The corporation shall have not less than three (3) nor more than thirty (30) directors. The exact number of directors shall be fixed from time to time in accordance with the By-Laws. The manner in which the directors are elected or appointed is set forth in the By-Laws.

#### *Article V – Initial Directors*

The names and addresses of the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Adrian Laffitte	6431 Borasco Drive, #1301 Melbourne, Florida 32940
Robin Fisher	16250 Garden Street Titusville, Florida, 32796
Dr. Richard DiPatri	7357 Gorda Peak Court Melbourne, Florida, 32940
Winston Scott	16 Summer Place Rockledge, Florida 32955
Dr. Sam Durrance	770 Kerry Downs Circle Melbourne, Florida 32940
Bob Springer	2300 Rockledge Drive Rockledge, Florida 32955
Janice Kershaw	3667 Carriage Gate Drive Melbourne, Florida 32904
Dr. David Hosley	2061 London Town Lane Titusville, FL 32796

***Article VI – Initial Registered Agent and Street Address***

The name and street address of the corporation's initial registered agent is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

***Article VII – Members***

The corporation will have no members.

***Article VIII – Period of Duration***

The corporation will have perpetual existence.

***Article IX – Powers of the Corporation***

In furtherance and not in limitation of the general powers conferred on corporations by the laws of the State of Florida, and in furtherance and not in limitation of the objects and purposes set forth in these Articles of Incorporation, the corporation will have and may exercise all powers necessary for, incidental to, desirable for or useful or convenient in carrying out each and all of its objects and purposes (subject, however, to the limitations imposed by Section 501(c)(3) of the Code, as amended from time to time). These powers include the power to do any and all things set forth in these Articles of Incorporation by implication or otherwise as an object or purpose, either alone, as agent, as principal through the agency of others, by contract with any person, firm, association, partnership or corporation, as a joint venturer or partner, and in any other manner whatsoever.

***Article X – Charitable Organizations Provisions***

Notwithstanding any powers granted to the corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The corporation is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code of 1986.

b. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon liquidation or dissolution of the corporation, whether voluntary or involuntary, and after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights shall be distributed, granted, conveyed and assigned to an organization or organizations exempt from taxation under Section 501(c)(3) of the Code, or any successor section, such organization or organizations to be selected by the directors of the corporation. In the event the directors fail to so select, a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located will select such organization or organizations.

#### ***Article XI – Indemnification of Directors and Officers***

Subject to the provisions of this Article XI, the corporation shall indemnify any and all of its current and former directors, officers, employees, agents and volunteers against all expenses incurred by them and each of them (including but not limited to legal fees, judgments and penalties) in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee, agent or volunteer of the corporation. Whenever any director, officer, employee, agent or volunteer shall report to the president of the corporation or to the chairman of the board of directors that he or she has incurred or may incur expenses (including but not limited to legal fees, judgments and penalties) in a legal action brought or about to be brought against him or her for or on account of any action or omission alleged to have been committed while acting within the scope of his or her employment as a director, officer, employee, agent or volunteer of the corporation, the board of directors shall at its next meeting determine whether, in regard to the matter involved in the action, such person acted, failed to act, or refused to act willfully, with gross negligence or with fraudulent or criminal intent. If the board of directors determines that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the legal action, indemnification by the corporation shall be mandatory and shall be provided as specified herein. Notwithstanding the foregoing, the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the legal action.

***XII - Incorporator***

The name and address of the incorporator is:


In Suk Catherine Koo  
c/o DNC Parks & Resorts at KSC, Inc.  
Mail Code DNPS  
Kennedy Space Center, Florida 32899

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of February,  
2011.

  
In Suk Catherine Koo, Incorporator

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 on this 1<sup>st</sup> day of  
February, 2011.

CT CORPORATION SYSTEM

By:   
Name:  
Title:

Allison B. Fisher  
Assistant Secretary

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