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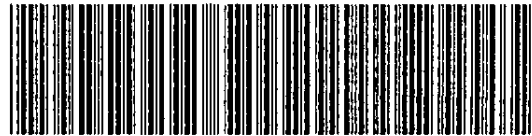
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

WH

COVER LETTER

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

SUBJECT: The Kristal Nicole Johnson Memorial Foundation, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and (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: Howard Ulysses Johnson II

Name (Printed or typed)

1220 Debuel Road

Address

Lutz, FL 33549

City, State & Zip

(813) 949-3405

Daytime Telephone number

Johnson_enterprises_@msn.com

E-mail address: (to be used for future annual report notification)

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

**Articles of Incorporation of
The Kristal Nicole Johnson Foundation, Inc.**

APPROVED
AND
FILED

11 FEB 10 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, of full age and majority, and being desirous of forming a Non Profit Corporation for charitable, educational purposes under the provisions of Chapter 617 of the Florida Statutes, Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME and OFFICE**


The name of this corporation is The Kristal Nicole Johnson Memorial Foundation, Inc. The location of the office and the mailing address of the nonprofit corporation is 1220 Debuel Road, Lutz, Florida 33549.

**ARTICLE II
DURATION**

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

3.1 The registered agent of the corporation shall be Yvonne Johnson who fully understands the duties of that office and agrees to receive notice and service for the Corporation. The registered Office of the Corporation shall be 1220 Debuel Road, Lutz, Florida. Such agent hereby acknowledges and accepts appointment as the Corporation Registered Agent.


Yvonne Johnson

2/7/11
Date

Articles of Incorporation
Kristal Nicole Johnson Memorial Foundation, Inc.

**ARTICLE IV
PURPOSES**

4.1 The corporation is organized and operated exclusively for charitable, educational funding purposes as within the meaning of Section 501(c)(3) of the Internal Revenue Code, with a focus on engaging in fundraising efforts directed at individuals, companies and foundations. Donations received fund the legally independent, under U.S. law, Kristal Nicole Johnson Memorial Foundation programs, tuition and expenses for students with limited economic resources, and support research, building projects, and other needs and goals of the Foundation.

More specifically, these purposes shall include but not be limited to:

To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida and to act and operate as a charitable organization in promoting the education and matriculation of students at the University of Central Florida and other universities and colleges in the Tampa Bay area through scholarships. Engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the State of Florida, Nonprofit Corporation Association Act, as amended and supplemented;

To solicit and receive contributions including-

To receive personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

To take, purchase or otherwise acquire to own, hold, occupy, improve, develop and work; to grant, sell, exchange, let, demise, or otherwise dispose of real estate, buildings, and improvements and every right, interest, estate therein without limit as to the amount thereof and where so ever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement, obligation by or with a person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

Articles of Incorporation
Kristal Nicole Johnson Memorial Foundation, Inc.

4.2 The corporation shall have the power to conduct activities and engage in transactions incidental to the accomplishment of the above purposes, including the power to accept contributions, subject to the following limitations:

- a. No part of the net earnings of the Kristal Nicole Johnson Foundation, Inc. shall inure to the benefit of, or be distributable to its directors, officers, employees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purpose set forth above;
- b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation;
- c. 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 except as authorized under the most current Internal Revenue Code;
- d. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170(c) (2) or said Internal Revenue Code.

4.3 If the corporation is ever classified by the Internal Revenue Service as a Private Foundation, the following provisions will prevail:

- a. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942;
- b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d);
- c. The corporation shall not retain any excess business holdings as defined in Section 4943(c);
- d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944;
- e. The corporation shall not make any taxable expenditure as defined in Section 4949(d).

Articles of Incorporation
Kristal Nicole Johnson Memorial Foundation, Inc.

Any reference herein to "Section" refers to a section of the Internal Revenue Code of 1986, as amended, and to any corresponding subsequent federal tax laws.

ARTICLE V
MEMBERSHIP

5.1 The corporation shall have no membership. The Board of Directors will act as voting members of the corporation.

ARTICLE VI
SHARES

6.1 The nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VII
BY-LAWS

7.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-Laws. The original By-Laws shall be adopted by the Board of Directors of the corporation. Therefore, By-Laws may be adopted, amended or repealed by the Board of Directors in accordance with the By-Laws.

ARTICLE VIII
DISSOLUTION

8.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3).

8.2 Any such assets not so disposed of by the Board of Directors shall be disposed of by the district court 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.

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**ARTICLE IX
DIRECTORS**

9.1 The business affairs of this corporation shall have three (3) directors initially. The number of the directors may be increased from time to time, by the By-Laws, but shall never be less than three (3) or more than, fifteen (15), unless the By-Laws are subsequently amended. A director may be removed as outlined in the By-Laws.

9.2 Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

9.3 The names and addresses of the persons who are to serve as the initial board of directors for the ensuing year or until the first annual meeting of the corporation are:

NAME	ADDRESS
Howard Ulysses Johnson II Chairman of the Board	1220 Debuel Road, Lutz FL 33549
Yvonne Johnson	1220 Debuel Road, Lutz, FL 33549
Howard Ulysses Johnson III	1220 Debuel Road, Lutz, FL 33549

**ARTICLE X
OFFICERS**

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
1. President	Howard Ulysses Johnson II
2. Vice President	Howard Ulysses Johnson III
3. Secretary/Treasurer	Yvonne Johnson

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

Articles of Incorporation
Kristal Nicole Johnson Memorial Foundation, Inc.

ARTICLE XI
MISCELLANEOUS

11.1 The extent of personal liability, if any, for directors or officers for corporate obligations and the methods of enforcement and collection, are as follows: NONE.

Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit corporations, then the liability of the directors and Officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida law.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is:

Sandra F. Cornwall
3111 W. Dr. Martin Luther King, Jr. Blvd.
Suite 100
Tampa, FL 33607

APPROVED
AND
FILED
11 FEB 10 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



Signature of Registered Agent

2/7/2011
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Signature of Incorporator

2/7/2011
Date