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FLORIDA PROFIT/NON PROFIT CORPORATION
KYA'S SMILES FOUNDATION, INC.

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Menu

Corporate Filing Menu

Help

Audit # H 11000166714 3

**ARTICLES OF INCORPORATION
OF
KYA'S SMILES FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be:

KYA'S SMILES FOUNDATION, INC. ("Corporation").

**ARTICLE II
PURPOSES**

The corporation is organized to receive assistance, money, real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, and to apply the whole or any part of the income therefrom and the principal thereof for charitable, scientific and educational purposes, more specifically to raise money for St Jude Children's Research Hospital, the patients and families at St Jude Children's Research Hospital, and any other organization that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, that support St Jude Children's Research Hospital missions.

The activities of the Corporation shall be consistent with Section 501(c)(3). 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 income tax under Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE III
MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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Audit # H 11000166714 3

Audit # H 11000166714 3

ARTICLE V INCORPORATOR

The name and address of the subscriber is:

Mark C. Brunt, CPA
7369 Sheridan Street, Suite 201
Hollywood, FL 33024

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3 nor more than 18) shall be as provided in the bylaws. The initial Directors, who are to serve until the first election thereof, are:

Pavan Kapur
7533 Topiary Ave
Boynton Beach, FL 33437

Kristen Kapur
7533 Topiary Ave
Boynton Beach, FL 33437

Aaron Howard
208 Clematis St #518
West Palm Beach, FL 33401

ARTICLE VII REGISTERED AGENT

The initial registered office of the Corporation is 7369 Sheridan Street, Suite 201, Hollywood, FL 33024, and the initial registered agent of the Corporation at that address is Mark C. Brunt, CPA.

ARTICLE VIII DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

- A. Compensation. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for

Audit # H 11000166714 3

2

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compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

- B. Indemnification. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.
- C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE IX CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to directors or officers of the Corporation, or to any other private person; Nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. 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 purposes as set forth herein.

Audit # H 11000166714 3

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.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944;
and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

ARTICLE X DISPOSITION OF ASSETS

In the event of the 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 by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE XI BYLAWS AMENDMENTS

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the bylaws.

ARTICLE XII PRINCIPAL MAILING ADDRESS

The principal mailing address of the Corporation is: 7533 Topiary Ave, Boynton Beach, FL 33437.

Audit # H 11000166714 3

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

KYA'S SMILES FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Mark C. Brunt, CPA., its registered agent and 7369 Sheridan Street, Suite 201, Hollywood, FL 33024, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, we hereby agree to act in such capacity for such corporation at its registered office.


Mark C. Brunt, CPA

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Audit # H 110001667143

6

Audit # H 110001067143

IN WITNESS WHEREOF, I, the undersigned, being the subscriber of the Corporation, have
set my hand and seal this 23rd day of JUNE, 2011.


Mark C. Brunt, CPA

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5