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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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13 JUL -5 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 7/5/11

COVER LETTER

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

SUBJECT: Kids who Tri 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: Steven M. Malono
Name (Printed or typed)

215 S. Monroe St., 2nd FL
Address

Tallahassee FL 32301
City, State & Zip

(850) 544-1954
Daytime Telephone number

steve@penningtonlaw.com
E-mail address: (to be used for future annual report notification)

FILED
10 JUL -5 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
OF

KIDS WHO TRI FOUNDATION, INC.

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11 JUL -5 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be KIDS WHO TRI FOUNDATION, INC. (the "Corporation").

ARTICLE II

The street address of the principal office and mailing address of the Corporation shall be 7138 Ox Bow Circle, Tallahassee, Leon County, Florida 32312.

ARTICLE III

The Corporation shall be a nonprofit organization qualifying under section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is for charitable purposes including, but not limited to, raising funds to promote and encourage access to all children to train and participate in fitness activities, including running and triathlon events, to educate and provide nutrition, to encourage full family participation, and to provide such mentoring, coaching and equipment as may be necessary, and to carry on any business related to these charitable purposes.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV

The Corporation may have members consisting of, but not limited to: (i) members of the community involved in triathlon events, and (ii) such other members as the bylaws of the Corporation may allow. The Corporation may have different classes of the above described members.

ARTICLE V

This Corporation shall be managed by a Board of Directors and shall have no less than three (3) nor more than five (5) directors. The directors and the number thereof shall be elected or appointed as provided by the Bylaws of the Corporation.

ARTICLE VI

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof or be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(3) of the Code.

ARTICLE VII

Any person or future director or officer of the Corporation and any present or future director or officer of any other corporation serving as such at the request of this Corporation, because of this Corporation's interest in such other corporation, or the legal representative of any such director or officer shall be indemnified by this Corporation against reasonable costs and expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any director or officer, or his legal representative, may be made a party by reason of his

being or having been such director or officer; provided:

- A. Such action, suit or proceeding shall be prosecuted against such director or officer or against his legal representative to a final determination and shall not be finally adjudged in said action, suit or proceeding that he has been derelict in the performance of his duties as such director or officer, and
- B. Said action, suit or proceeding shall be settled or otherwise terminated as against said director or officer, or his legal representative, without final determination on the merits, and it shall be determined by the Board of Directors in such other manner as may be provided in the Bylaws that said director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding.

The privilege and power conferred by this article shall be in addition to and not in restriction or limitation of any other restriction or power which a corporation not for profit in Florida may have in respect to indemnification or reimbursement of directors or officers.

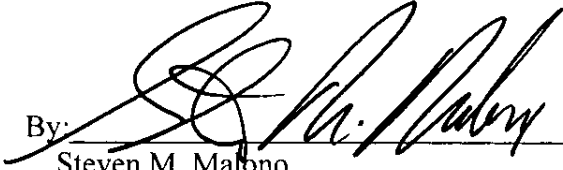
ARTICLE VIII

The registered agent of this Corporation shall be Steven M. Malono. The address of the registered agent shall be 215 South Monroe Street, Second floor, Tallahassee, Florida 32301.

ARTICLE IX

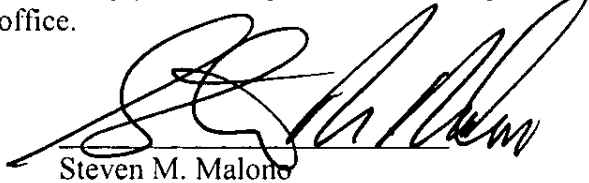
The name and address of the Incorporator is Steven M. Malono, 215 South Monroe Street, Tallahassee, FL 32301

IN WITNESS WHEREOF, I, the undersigned Incorporator of KIDS WHO TRI FOUNDATION, INC., hereby set my hand and seal this 5th day of July, 2011, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

By: 
Steven M. Malono
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named the Registered Agent in the State of Florida for Kids Who Tri Foundation, Inc., at the place designated in the Articles of Incorporation, Steven M. Malono agrees to act in this capacity, and agrees to comply with the provisions of Chapter 617, Florida Statutes, relative to keeping open such office.


Steven M. Malono

Date: July 5, 2011

FILED
19 JUL -5 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA