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FLORIDA PROFIT/NON PROFIT CORPORATION

Father Kezar Opening Doors Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

OF

FATHER KEZAR OPENING DOORS FOUNDATION, INC.

I, the undersigned, do hereby subscribe my name to these Articles of Incorporation for the purpose of creating a Corporation, non-profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

ARTICLE I

NAME, ADDRESS, AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be **Father Kezar Opening Doors Foundation, Inc.**

The address of the Corporation's principal place of business and its mailing address is 2520 Manatee Avenue West, Suite 200, Bradenton, FL 34205.

The name of the initial registered agent is Garret T. Barnes, and the street address of the initial registered agent is 3119 Manatee Avenue West, Bradenton, FL 34205.

ARTICLE II

OBJECTIVES AND PURPOSES

The Corporation is organized exclusively for charitable purposes, pursuant to the requirements for exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In accordance with said Section 501(c)(3), the general objectives and purposes of this Corporation shall be:

1. To operate a charity providing need-based financial aid to students.
2. To establish and publish rules and regulations governing:
 - a. The qualification of its members.
 - b. The admission and expulsion of its members.
 - c. The amount of membership and other fees, if any.
 - d. To establish and adopt the publication of By-Laws.
 - e. The adoption of the corporate seal.
3. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for the foregoing objectives and purposes, and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

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4. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.

5. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's members in accordance with its published or adopted By-Laws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.

6. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

7. Notwithstanding any other provision of these Articles, this Corporation 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) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, specifically including, but not being limited to, activities relating to the carrying on of propaganda, or otherwise attempting to influence legislation, or participation in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III
QUALIFICATION OF MEMBERS

The members of the Corporation shall consist of the subscribers to these Articles, the initial Board of Directors named herein, and of other such persons as shall be from time to time admitted to membership at any meeting of the Board of Directors of the Corporation by a majority vote of all the members present and entitled to vote. Removal of members shall be provided for in the By-laws of the Corporation.

ARTICLE IV
TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the By-laws of this Corporation.

ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

C. Timothy Vining, 2520 Manatee Avenue West, Suite 200, Bradenton, FL 34205

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ARTICLE VI
DIRECTORS OF THE CORPORATION

The affairs of the Association shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the By-laws of the Corporation.

The Board of Directors shall be composed of the following: President, Vice President, Secretary, Treasurer, and such other persons as may be provided for in the By-laws of the Corporation. The Board of Directors shall consist of not less than three (3) nor more than seven (7) Directors who shall be elected, qualified as to their membership, and hold office in accordance with the provisions of the By-Laws of this Corporation.

ARTICLE VII
NAMES OF INITIAL DIRECTORS AND OFFICERS

A. Directors:

C. Timothy Vining, 2520 Manatee Avenue West, Suite 200, Bradenton, FL 34205

George Hoagland, 2520 Manatee Avenue West, Suite 200, Bradenton, FL 34205

Stuart Gregory, 2520 Manatee Avenue West, Suite 200, Bradenton, FL 34205

Dennis Kezar, 2520 Manatee Avenue West, Suite 200, Bradenton, FL 34205

Henry Lawrence, 2520 Manatee Avenue West, Suite 200, Bradenton, FL 34205

B. Officers:

President: C. Timothy Vining

Secretary: Stuart Gregory

Treasurer: Stuart Gregory

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ARTICLE VIII
AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

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B. Notwithstanding the foregoing Section A, the membership, officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or By-laws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

ARTICLE IX
INCOME DISTRIBUTION AND DEDICATION OF ASSETS
RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation:

A. The Corporation is a not-for-profit corporation. No part of the profit, income, or assets of this Corporation shall inure to the benefit of, or be distributed to its members, directors, or officers, except as compensation for services rendered, as allowed by Florida law.

B. The Corporation will 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. Upon its dissolution or winding up, will distribute its assets remaining after payment, or provision for payment, of all of its debts and liabilities equally among the not-for-profit organizations located in Manatee County, Florida, or the one closest to the Corporation if none are located in the County, having the same or similar purposes.

ARTICLE X
DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed equally among the organizations in Manatee County, Florida, or the one located closest to the Corporation if no such organizations are located therein, having the same or similar purpose and having a tax-exempt status under the provisions

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Barnes Walker Title Inc.

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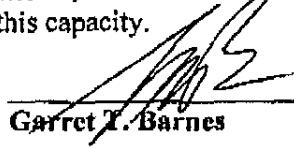
of Section 501(c)(3) of the Internal Revenue Code as now written or as hereinafter amended or under any corresponding provisions of any subsequent federal tax laws. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.

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



C. Timothy Vining, 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.



Garret T. Barnes

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CORPORATION
DIVISION
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