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*Thomas G. Eckerty, P.A.*

**ATTORNEY AT LAW**

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Fort Myers, Florida 33907-5638

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September 26, 2012

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

RE: Domestication of The Kleist Family Foundation, Inc.

Dear Sir or Madam,

I have enclosed herewith two (2) original Certificates of Domestication for The Kleist Family Foundation, Inc., a not-for-profit corporation which had previously been formed and has been registered in the State of Ohio. I have also enclosed two (2) original Articles of Incorporation of The Kleist Family Foundation, Inc. pursuant to F.S. 617. Finally, I have also enclosed my Check No. 1550 in the amount of \$128.75 to cover the costs of filing the new Certificate of Domestication and Articles of Incorporation.

Please note the email address listed above should be used for all future annual report notices. Please file these documents on my behalf and return the copies of the originals to our office in the enclosed self-addressed, stamped envelope once the same have been filed with the State.

If you have any questions or if you need additional information in order to process this request, please contact my office upon your receipt hereof.

Very truly yours,

*Erin E. Stoffel*

Erin E. Stoffel  
Legal Secretary

Enclosures

**NOT-FOR-PROFIT CERTIFICATE OF DOMESTICATION**


**FOR**

**THE KLEIST FAMILY FOUNDATION, INC.**

The undersigned, Eleanore A. Kleist, President and Chairman of the The Kleist Family Foundation, Inc., a foreign corporation in accordance with §617.1803, Florida Statutes, does hereby certify:

1. This corporation was first formed on October 3, 1983.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the State of Ohio.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was The Kleist Family Foundation, Inc.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to §617.01201 and 617.0202, Florida Statutes with this Certificate is The Kleist Family Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication is the State of Ohio.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to §617.1803, Florida Statutes.

I am President and Chairman of The Kleist Family Foundation, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so on this 26 day of September, 2012.

  
Eleanore A. Kleist, President and Chairman

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FILE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE KLEIST FAMILY FOUNDATION, INC.**

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ALLIANCE OF FLORIDA

The undersigned do hereby associate themselves for the purpose of forming a corporation not-for-profit. Pursuant to the provisions and laws of the State of Florida in Chapter §617 et. seq., we certify as follows:

**ARTICLE I - NAME**

The name of the corporation shall be **THE KLEIST FAMILY FOUNDATION, INC.**, hereinafter referred to as the "Foundation", with its principal place of business located at 840 Deep Lagoon Lane, Fort Myers, Florida 33919.

**ARTICLE II - DURATION**

The period for which the Corporation shall continue is Perpetual.

**ARTICLE III - PURPOSE**

The Corporation is being formed and is to be operated for the exclusive purpose of conducting religious, charitable, scientific, literary, and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Such organizations shall include, but not be limited to, those organizations which assist and/or provide educational opportunities to those persons who would not be able to provide such opportunities for themselves.

**ARTICLE IV - POWERS**

This Foundation shall have all of the powers set forth in Florida Statute §617.021; provided that this Foundation shall be further governed by the restrictions imposed by Florida Statute §617.0105.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE V - MEMBERS**

The members of the Foundation shall consist of the following individuals, together with any who may subsequently be added as members pursuant to the provisions of the By-Laws of the Foundation. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each member, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Foundation.

**ARTICLE VI - TRUSTEES/BOARD OF DIRECTORS**

The names and addresses of the Trustees/Board of Directors of this Foundation are:

Eleanore A. Kleist  
758 Cape View Drive  
Fort Myers, Florida 33919

Kathryn A. Kleist-Derheimer  
840 Deep Lagoon Lane  
Fort Myers, Florida 33919

Donna Kleist  
6455 Tannehill Road  
Nashport, Ohio 43830

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#### **ARTICLE VII - OFFICERS**

The affairs of the Foundation shall be administered by a President, Vice President, Secretary, and Treasurer. Any person may hold two (2) offices, excepting that the same person shall not hold the office of President and Vice President. Officers of the Foundation shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The affairs of the Foundation shall be managed and governed by a Board of Directors. Provisions for electing Directors, respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the Directorate, shall be established by the By-Laws.

The following person shall constitute the first Board of Directors and shall serve until the election of the Board of Directors at the first regular meeting of the membership.

Eleanore A. Kleist  
Kathryn A. Kleist-Derheimer  
Donna Kleist

Every Director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding, or the settlement of any proceeding to which he may be a party, or having been a Director or officer of the Foundation, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to the exclusive of all other rights and remedies to which such Director or officer may be entitled.

#### **ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X - INITIAL REGISTERED AGENT**

The name of the initial registered agent of this Corporation is THOMAS G. ECKERTY, ESQUIRE, and his post office address is 12734 Kenwood Lane, Suite 89, Fort Myers, Florida 33907.

I, THOMAS G. ECKERTY, ESQUIRE, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
THOMAS G. ECKERTY, ESQUIRE  
Registered Agent

#### **ARTICLE XI - AMENDMENTS**

Amendments to these Articles of Incorporation may be proposed by any member or Director, and shall be adopted in the manner provided in the By-Laws. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid.

**ARTICLE XII - INCORPORATOR**

The name and post office address of the incorporator is: Eleanore A. Kleist, 758 Cape View Drive, Fort Myers, Florida 33919.

**ARTICLE XIII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this 26<sup>th</sup> day of September, 2012.

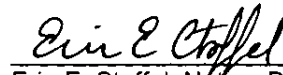
  
Eleanore A. Kleist

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Eleanore A. Kleist, who after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed therein, this 26<sup>th</sup> day of September, 2012.

NOTARY STAMP OR SEAL



  
Erin E. Stoffel, Notary Public  
Commission No.: EE175317  
Commission Expiration: July 2, 2016

2012  
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TALLAHASSEE, FLORIDA