

N14000002486

Florida Department of State
Division of Corporations
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Account Number : 071201002016
Phone : (850) 434-9200
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KAZOO KARES FOUNDATION, INC.

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Division of Corporations

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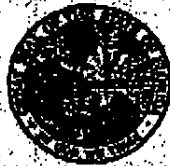
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March 13, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CLARK, PARTINGTON, HART AND HART

SUBJECT: KAZOO KARES FOUNDATION, INC.
REF: W14000016305

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

FAX Aud. #: H14000060468
Letter Number: 714A00005507

P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
KAZOO KARES FOUNDATION, INC.**

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation is KAZOO KARES FOUNDATION, INC. The street address of the principal office is 351 W. Cedar Street, Pensacola, Florida 32502, and the mailing address is Post Office Box 12587, Pensacola, Florida 32591.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, including promoting sports and recreational activities in the greater community with a focus on youth, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) 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 under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - PRIVATE FOUNDATION CLASSIFICATION

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

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(a) The Corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - MEMBERSHIP

The membership of the Corporation shall consist of the individuals who are Directors of the Corporation as provided for herein and their successors. Additional classes of membership may be created upon approval of a majority vote of the Board of Directors.

ARTICLE V - TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles of Incorporation, bylaws of the Corporation, and applicable law.

ARTICLE VI - OFFICERS

The Corporation shall have such officers as the Board of Directors of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Directors (at the annual meeting of the Board of Directors) or as otherwise provided in the Corporation's bylaws.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Directors shall be elected, removed and/or reelected as provided in the bylaws of the Corporation. If provided in the bylaws of the Corporation, the Directors shall have full power to fill the office of any Director who may resign, die, become disabled, or refuse to act as Director. Unless otherwise provided in the bylaws of the Corporation, the majority vote of the Directors in office shall be sufficient for the taking of any action within the power of the corporation.

The Corporation shall have five (5) Directors. The number of Directors may be either increased or diminished from time to time as provided in the bylaws of the corporation, but

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there shall never be less than three (3) Directors. The names and addresses of the initial Directors of the Corporation are as follows:

Bruce Baldwin
351 West Cedar Street
Pensacola, FL 32502

Jonathan Griffith
351 West Cedar Street
Pensacola, FL 32502

Amber McClure
351 West Cedar Street
Pensacola, FL 32502

Richard Baker
351 West Cedar Street
Pensacola, FL 32502

Donna Kirby
351 West Cedar Street
Pensacola, FL 32502

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ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the Directors and officers of the Corporation are subject to this reservation.

ARTICLE IX - BYLAWS

Unless otherwise provided in the bylaws of the corporation, the bylaws of the Corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Directors of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

No Director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 351 W. Cedar Street, Pensacola, Florida 32502, and the name of the registered agent of the Corporation at that address is Amber McClure.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

Amber McClure
351 W. Cedar Street
Pensacola, FL 32502

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Executed on the date set forth below.

INCORPORATOR:

Amber McClure

Amber McClure

Date: March 12, 2014

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Kazoo Kares Foundation, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

Amber McClure

Amber McClure

Date: March 12, 2014

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