

JUN. 30. 2015 2:26PM
DIVISION OF CORPORATIONS

GRANT FRIDKIN 239 514-0377

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Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
KAYE FAMILY FOUNDATION, INC.**

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

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I
Name

The name of the corporation shall be: Kaye Family Foundation, Inc.

ARTICLE II
Principal Office

The initial principal office and mailing address of the corporation are as follows:

163 Edgemere Way South
Naples, Florida 34105

ARTICLE III
Purposes and Powers

The exclusive purposes for which this corporation is organized and shall be operated are as follows:

(a) The corporation is organized exclusively for purposes that constitute religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in each of Sections 501(c)(3), 2522(a)(2), 2055(a)(2) and 170(c)(2)(B) of the Internal Revenue Code (the "Code") (or any corresponding section of any future federal tax code).

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i)

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by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or any corresponding section of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding section of any future federal tax code).

(d) The corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to, nor any guarantee of an obligation of, any director or officer of the corporation.

(e) The corporation shall make distributions each taxable year at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Code, and the corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from retaining or making any investments which would result in tax liability under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV Manner of Election

The manner in which the directors are elected and appointed shall be stated in the bylaws of the corporation.

ARTICLE V Initial Directors

The initial directors of the corporation are as follows:

Stuart Kaye
163 Edgemere Way South
Naples, Florida 34105

Jay Kaye
163 Edgemere Way South
Naples, Florida 34105

Zachary Kaye
163 Edgemere Way South
Naples, Florida 34105

ARTICLE VI Registered Agent

The name and address of the corporation's initial registered agent are as follows:

Stuart Kaye
163 Edgemere Way South
Naples, FL 34105

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation are as follows:

William M. Pearson, Esquire
5551 Ridgewood Drive, Suite 501
Naples, FL 34108

ARTICLE VIII
Period of Existence and Dissolution

Section 3.1. Term. The period during which the corporation shall continue is perpetual.

Section 3.2. Dissolution. In the event of dissolution of the corporation, all assets remaining after payment of all debts of the corporation shall be transferred by the board of directors to other charitable organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code and as set forth in the bylaws. Any such assets not so transferred by the board of directors shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as the Court shall determine. No director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the corporation on dissolution of the corporation.

ARTICLE IX
Members

The corporation will not have members.

ARTICLE X
Amendments

The board of directors may amend, alter, change or repeal any provisions contained in these Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Florida Not For Profit Corporation Act or any amendment thereto; provided, however, that at any time the board of directors may by majority vote amend the Articles of Incorporation as provided in Section 617.1002(b) of the Act; and provided, however, further, that no amendment may permit any part of the net earnings or property of the corporation to inure to the benefit of any private individual or have the effect of disqualifying this corporation as an exempt organization under the

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provisions of Section 501(c)(3) of the Code or corresponding provisions of any later federal tax laws.

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.


Stuart Kaye, Registered Agent

6/20/15
Date

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


William M. Pearson, Incorporator

6/29/15
Date

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