

11/8/2019

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FLORIDA PROFIT/NON PROFIT CORPORATION

Kaiya Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
KAIYA FOUNDATION, INC.
(A Corporation Not-For-Profit)

The undersigned incorporator, for the purpose of forming a corporation not-for-profit (the "Corporation") under the Florida Not For Profit Corporation Act (*Florida Statutes* Chapter 617) (the "Act") and other applicable laws of the State of Florida, hereby executes and adopts the following Articles of Incorporation:

ARTICLE I
Name and Address

The name of the Corporation is **KAIYA FOUNDATION, INC.** The principal office (and mailing address) is located at **28B Watercolor Way, Santa Rosa Beach, Florida 32459, Attn: Andrew Hunter Harman**. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

ARTICLE II
Purpose of Corporation

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the Treasury Regulations issued thereunder as the same now exist or as they may be hereafter amended from time to time (collectively, the "Revenue Laws"). The specific purposes of the Corporation are providing educational, cultural, and charitable activities for residents and visitors of South Walton County, Florida, focused on promoting health, wellness, and nutritional food choices.

All references to sections of the Internal Revenue Code contained herein shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

ARTICLE III
Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation (a) shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time, and (b) shall not carry on any other activities not permitted to be carried on by a corporation

exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in these Articles of Incorporation. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Term of Existence

The corporate existence of the Corporation shall commence effective on the date of the filing of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE V

Incorporator

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

Name	Address
Andrew Hunter Harman	28B Watercolor Way Santa Rosa Beach, FL 32459

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be elected annually in accordance with the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Name	Address
Andrew Hunter Harman	28B Watercolor Way Santa Rosa Beach, FL 32459
Ben Carollo	28B Watercolor Way Santa Rosa Beach, FL 32459
Nick Gullo	28B Watercolor Way Santa Rosa Beach, FL 32459

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is **One Independent Drive, Suite 1300, Jacksonville, Florida 32202** and the name of the initial registered agent at such address is **F&L Corp.**

ARTICLE VIII
Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE IX
Amendments

The Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and subject to any limitations in the Corporation's Bylaws.

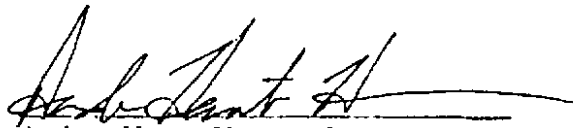
ARTICLE X
Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

[Signatures on following page]

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JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 8th day of November, 2019.


Andrew Hunter Harman, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L CORP.

Date: November 8, 2019

By:


Randolph J. Wolfe, Vice President

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