

N95000003570

Murphy, Reid & Pilotte, P.A.

340 ROYAL PALM WAY
SUITE 100

PALM BEACH, FLORIDA 33480
TELEPHONE (407) 655-4060
FAX (407) 832-5436

PLEASE REPLY TO

Palm Beach Office

July 24, 1995

Via Federal Express

EUGENE W. MURPHY, JR.
FRANK T. PILOTTE

OF COUNSEL
PHILIP H. REID, JR.
IRWIN S. REVER (Retired)

PLANTATION PLAZA
6606 20TH STREET
VERO BEACH, FLORIDA 32966-8613

P. O. DRAWER M
VERO BEACH, FLORIDA 32961-3012
TELEPHONE (407) 567-6480
VERO FAX (407) 562-0220

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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Re: *The Kairos Foundation, Inc.*
Our File No. 4238.001

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of The Kairos Foundation, Inc. for filing. Please certify and return to this office the copy.

Our check in the amount of \$122.50 for the appropriate filing fees is also enclosed.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Arlene M. McCollum

Arlene M. McCollum
Legal Assistant

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enclosures

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**ARTICLES OF INCORPORATION
OF
THE KAIROS FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation, not for profit, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is: **THE KAIROS FOUNDATION, INC.** (the "FOUNDATION").

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal address of the corporation is: 212 North U.S. Highway 1, Suite 21, Tequesta, Florida 33469, and the street address of the principal office is identical to the mailing address of the corporation.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are:

A. To receive and administer funds exclusively for charitable, scientific, religious, or literary purposes within the meaning of Section 501(c)(3) of the Code and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value. References to provisions of the "Code" in these Articles of Incorporation are references to the provisions of the United States Internal Revenue Code of 1986, as amended, and as it may hereafter be amended, as well as to corresponding provision of any future federal tax laws of the United States.

B. To promote charitable, educational, scientific, religious, or literary activities. In furtherance of these purposes, in the discretion of the Board of Directors, to make donations, gifts, contributions, and loans without interest out of its net income or assets, or both (without limit as to the amount going to any one recipient, or, in the aggregate, to all recipients).

C. To acquire, receive, purchase, or take by gift, grant, devise, bequest or otherwise, any real, personal or mixed property, or any interest therein, of every kind and description, wheresoever the same may be situated, from any source, and without limit as to the amount, including without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, debentures, bonds, securities including the stocks, bonds, debentures, or other securities of any donor, bills, notes, claims or any evidence of indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the FOUNDATION, and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same; to borrow money from any person, firm or corporation and to issue notes or obligations of the FOUNDATION from time to time for any of the objects or

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purposes of the FOUNDATION and to secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the FOUNDATION without limit as to amount; and to have one or more officers carry on the operations and exercise the powers of the FOUNDATION.

D. To dispose of any such property and to invest, reinvest, or deal with the principal of the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the FOUNDATION without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, or these Articles of Incorporation, the By-Laws of the FOUNDATION, or any applicable law.

E. To expand, educate, and strengthen the worldwide Christian church in the third millennium, including, but not limited to, the following:

1. Orphanages for homeless and abandoned children;
2. Schools for both Biblical and academic training;
3. Evangelism and discipleship ministries;
4. Missions opportunities; and
5. Educational development of Christian leaders.

F. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, directors, or officers.

ARTICLE IV - QUALIFY AND REMAIN EXEMPT UNDER SECTION 501(c)(3)

A. It is the intention of the FOUNDATION at all times to qualify and remain qualified as exempt from tax under Section 501(c)(3) of the Code.

B. The FOUNDATION shall not be operated for profit, and no part of the net earnings of the FOUNDATION shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the FOUNDATION, or any private individual (except that reasonable compensation may be paid for services rendered to the FOUNDATION and payments and distributions may be made in furtherance of the FOUNDATION's purposes), and no member, trustee, director, or officer of the FOUNDATION or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the FOUNDATION.

C. Except as may otherwise be permitted by the Code and the laws of the State of Florida, no substantial part of the activities of the FOUNDATION shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participation or intervention in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V - ACTIVITIES OF CORPORATION

A Notwithstanding any other provision of these Articles of Incorporation, for any year during which the FOUNDATION may be a "private foundation" within the scope of Section 509 of the Code.

1. The FOUNDATION will distribute 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 Code.
2. The FOUNDATION will not engage in any act of self-dealing as defined in Section 4941 (d) of the Code.
3. The FOUNDATION will not retain any excess business holdings as defined in Section 4943 (c) of the Code.
4. The FOUNDATION will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
5. The FOUNDATION will not make any taxable expenditures as defined in Section 4945 (d) of the Code.

B. Notwithstanding any other provision of these Articles of Incorporation, the FOUNDATION shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation contributions to which deductible under Section 170(c)(2) of the Code.

ARTICLE VI - MEMBERS OF CORPORATION

The number of members of the corporation, the qualifications for members and the manner of their admission shall be stated in the By-Laws of the corporation, but in no event shall the number of members be less than one (1).

ARTICLE VII - DIRECTORS OF CORPORATION

The number of the directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

INITIAL MEMBER NAME:

ADDRESS

Timothy J. Eaton

212 North U.S. Highway 1
Suite 21
Tequesta, Florida 33469

Leo F. Abdella

212 North U.S. Highway 1

Bruce A. Hodge

Suite 21
Tequesta, Florida 33469

212 North U.S. Highway 1
Suite 21
Tequesta, Florida 33469

The directors shall be elected as provided in the By-Laws.

ARTICLE VIII - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The street address and city of the initial registered office of the corporation are: 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480; and the name of the initial registered agent at such address is Eugene W. Murphy, Jr.

ARTICLE IX

This corporation is organized under a non-stock basis.

ARTICLE X

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding section of any prior or future law, or to the Federal, State, or Local government exclusively for public purpose.

ARTICLE IX

The name and address of the incorporator is:

NAME

Eugene W. Murphy, Jr.

ADDRESS

340 Royal Palm Way, Suite 100
Palm Beach, Florida 33480

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation this 21 day of July, 1995.

Signature of Incorporator:


EUGENE W. MURPHY, JR.

7/20/95

STATE OF FLORIDA
COUNTY OF PALM BEACH

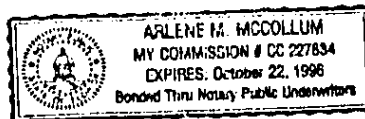
The foregoing instrument was acknowledged before me this 21 day of July, 1995, by Eugene W. Murphy, Jr., who is personally known to me and who did not take an oath.

Arlene M. McCollum
NOTARY PUBLIC

Name of Notary / Printed/Typed

My Commission Expires:

(SEAL)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

THE KAIROS FOUNDATION, INC.

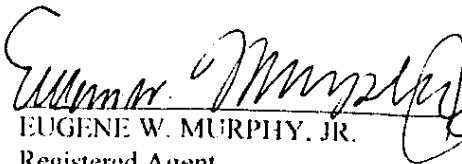
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE KAIROS FOUNDATION, INC.
2. The name and address of the registered agent and registered office is:

Eugene W. Murphy, Jr.
340 Royal Palm Way
Palm Beach, Florida 33480

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


EUGENE W. MURPHY, JR.
Registered Agent

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