CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224,9870 * Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 8, 1996

CAPITAL CONNECTION P.O. BOX 10349 TALLAHASSEE, FL 32302

SUBJECT: K2, INC.

Ref. Number: W9600000560

We have received your document for K2, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

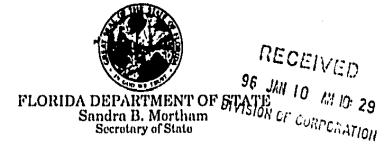
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please cal (904) 487-6928.

Agnes Lunt Corporate Specialist

Letter Number: 596A00000875 12: 01

RECEIVED



January 9, 1996

CAPITAL CONNECTION P.O. BOX 10349 TALLAHASSEE, FL 32302

SUBJECT: K2, INC.

Ref. Number: W96000000560

We have received your document for K2, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, pleaso return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt Corporate Specialist

Letter Number: 996A00001131

ARTICLES OF INCORPORATION OF

DIVIDIO PAR E PRESIDENS 95 JAN 10 AMIL: 42

K2 PROJECT, INC.
(a Florida corporation not for profit)

The undersigned, acting as incorporator of . INC., Under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation PROJECTA Florida corporation not for profit

ARTICLE II. TERM.

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. INCORPORATOR

The name and street address of the incorporator is as follows:

Dee Scott Valdez

2989 Wentworth Ft. Lauderdale, FL 33332

ARTICLE IV. PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 2989 Wentworth, Ft. Lauderdale, FL 33332.

ARTICLE V. PURPOSE

This corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes and to engage in such other pursuits as allowed by Florida Statutes governing corporations not for profit.

For the above purposes the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations including, but with

out limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

ARTICLE VI. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officer 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 above.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed as determined by the board of directors ("Directors") of the corporation and as allowed by Florida Statutes governing corporations not for profit.

ARTICLE VIL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time in the manner provided in the Bylaws but shall never be less than three (3). The manner in which the directors are to be elected or appointed is as stated in the Bylaws.

ARTICLE VIII. INDEMNIFICATION

Every person who now, is or hereafter shall be a Director or Office of the corporation shall be indemnified by the corporation to the fullest extent now or hereafter permitted by law.

ARTICLE IX. BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may

deem necessary from time to time. The Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted, at any annual or regular meeting of the Board of Directors of this corporation, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors then in office

ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors them in office.

ARTICLE XI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Raymond A. Reiser, 1 S.E. 3rd Avenue, Suite 1240, Miami, FL 33131.

these Articles of Incorporation on this 30 day of January, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

DEE SCOTT VALDEZ

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

CHANGE TARY OF STATE OF STATE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organised 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	s name of (he corpora	tion is:	AZ Proje	ct, Inc
	· · · · · · · · · · · · · · · · · · ·			_i,,,,	
2. Toffice	he name and	ymond	A. Reise	Suite	agent and
	5. E.	3 ^{CS} a	Henue	Suite	1240
		- 4	3131		

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.

RPA

600000173

Requestor's Name

215 SOUTH MONROE STREET - #815 Address

TALLAHASSEE, FL 32301 681-9027 City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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Examiner's Initials

INTEROFFICE MEMORANDUM

TO:

Tallahassee Runner

OFFICE:

Fort Lauderdale

FROM:

Michele Grabasch

DATE:

April 17, 1996

RE:

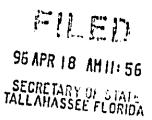
K2 Project, Inc.

Please file the attached Articles of Amendment to Articles of Incorporation with the Florida Secretary of State for the above referenced corporation. Also attached please find a check for \$87.50 in payment of the filing fee.

The client/matter number is KT27804-1

Thanks.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF K2 PROJECT, INC.



The following provision of the Articles of Incorporation of K2 Project, Inc., a Florida not-for-profit corporation ("Corporation"), filed with the Department of State on January 10, 1996, Charter Number N96000000173, be, and it is hereby, amended as shown below:

Article VI of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE VLDISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

Article XII is hereby added to the Articles of Incorporation of this Corporation and shall read in its entirety as follows:

Prepared by: Richard A. Aronsky, Esq., FL Bar #0024953 Ruden McClosky, Et al., P. O. Box 1900 Fort Lauderdale, Florida 33301 (954) 764-6660

ARTICLE XII LIMITATIONS

- A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.
- B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.
- C Notwithstanding any other provisions 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 as they may hereafter be amended, or by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.
- D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:
 - 1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
 - 2. The Corporation will 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 later federal tax laws.

Prepared by: Richard A. Aronsky, Esq., FL Bar #0024953 Ruden McClosky, Et al., P. O. Box 1900 Fort Lauderdale, Florida 33301 (954) 764-6660

- 3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- 4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- 5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

The Corporation presently has no members and the foregoing amendment was adopted by a Corporate Action by all the Directors of this Corporation, effective as of March 26.

IN WITNESS WHEREOF, the undersigned, being the Director of this Corporation, has adopted and executed these Articles of Amendment as of Mach 26 , 1996.

y: We Scott Valdez Pirector / President

Prepared by: Richard A. Aronsky, Esq., FL Bar #0024953 Ruden McClosky, Et al., P. O. Box 1900

Fort Lauderdale, Florida 33301 (954) 764-6660