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March 4, 1998

Secretary of the State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600002451066-5

03/09/98-01120-003

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of K.B. GROUP HOMES, INC.

Dear Sir or Madam:

Enclosed please find the following documents:

1. The original and one copy of the Articles of Incorporation of and Designation of Registered Agent for Service of Process.
2. My firm's check (check no. 1848) in the amount of \$78.75 made payable to the Secretary of State, Division of Corporations to cover the cost of filing the Articles of Incorporation, Designation of Registered Agent and Certificate of Status.

Please file the enclosed Articles of Incorporation of with the Division of Corporations and return a copy of the Articles of Incorporation, along with the Certificate of Status to my office.

If you should have any questions, please do not hesitate to contact my office at (407) 872-0991.

Very Truly Yours,

*Susan L. Eberle*  
SUSAN L. EBERLE  
Attorney-At-Law

SLE/das

Enclosures

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**ARTICLES OF INCORPORATION**

**OF**

**K.B. GROUP HOMES, INC.**

**A corporation not for Profit**

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We, the undersigned, with other persons, being desirous of forming a corporation not for Profit under the provisions of Chapter 617, Florida Statutes, do agree to the following:

**ARTICLE I - NAME**

This organization, hereinafter referred to as the "Corporation" shall be known as K.B. GROUP HOMES, INC."

**ARTICLE II - OBJECTIVES**

Section 1. The purposes of the Corporation are exclusively charitable, religious, scientific, literary, or educational within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1986, as amended. The Corporation shall operate a self help and resource exchange as a nonprofit, nongovernmental community development program, and shall operate such facilities, warehouses and offices, and conduct such activities of such nature as may be deemed necessary and desirable to further the objectives of the Corporation. In addition, the Corporation shall exercise all of the rights, powers and privileges afforded corporations not for profit under the laws of the State of Florida as they presently exist and may hereafter be amended, including the right to acquire by purchase, lease, gift, or otherwise real and personal property of whatever nature or description, including choses in action, wherever situate, and to hold, possess, enjoy, mortgage, alienate and dispose of the same in

accordance with law and the Bylaws of the Corporation.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no director, 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office at any time.

Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the

Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 8. 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 from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may be amended from time to time, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and the Regulations as they may now exist or as they may be hereafter amended.

Section 9. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable,

educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

#### **ARTICLE III - MEMBERSHIP**

Section 1. The membership of this Corporation shall consist of the Board of Directors as elected from time to time as provided for in the Corporation's Bylaws.

#### **ARTICLE IV - TERM OF EXISTENCE**

This Corporation shall exist perpetually.

#### **ARTICLE V - SUBSCRIBERS**

The names and residences of the Subscribers to these Articles of Incorporation are:

**MABEL KANE-BENJAMIN  
7451 High Lake Drive  
Orlando, Florida 32818**

#### **ARTICLE VI - OFFICERS**

Section 1. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as may be provided for in the Bylaws.

Section 2. The names of the persons who are to serve as the initial officers of the Corporation until the first meeting of the Board of Directors are:

President:	<b>MABEL KANE-BENJAMIN</b>
Secretary:	<b>MABEL KANE-BENJAMIN</b>
Treasurer:	<b>MABEL KANE-BENJAMIN</b>

The officers shall be elected at an annual meeting of the Board of Directors or as otherwise provided in the Bylaws.

#### **ARTICLE VII - BOARD OF DIRECTORS**

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors. The number of directors shall be set in the Bylaws of the Corporation but shall not be less than three. Each member of the Board, and replacements on the Board, shall be nominated to that position by a nominating committee established by the Board of Directors. Directors shall serve a three year staggered term as set forth in the Bylaws. Provision for the removal of a Director shall be as provided for in the Bylaws.

Section 2. The initial Board of Directors who shall hold office until the first meeting are:

MABEL KANE-BENJAMIN  
7451 High Lake Drive  
Orlando, Florida 32818

ERIC B. BENJAMIN  
7451 High Lake Drive  
Orlando, Florida 32818

FRANK JOHNSON  
4700 Doberman Street  
Orlando, Florida 32818

#### **ARTICLE VIII - EXECUTIVE COMMITTEE AND OTHER COMMITTEES**

There may be an Executive Committee whose membership and duties will be set forth in the Bylaws of the Corporation. Other committees shall be established from time to time by the Board of Directors in accordance with the Bylaws.

#### ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its objectives as it deems necessary.

Section 2. Bylaws may be adopted, amended, altered or rescinded by a two-thirds majority vote of all members of the Board of Directors upon notice in writing setting forth the content of such proposed action.

#### ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended by the Board of Directors by a two-thirds majority of all members of the Board of Directors at a special meeting called for such purpose or at the Annual Meeting of the Board.

#### ARTICLE XI - LOCATION

The initial registered office of the Corporation shall be at 12528 Illinois Woods Lane, Orlando, Florida 32824, or at such other location as the Board of Directors may from time to time select. The initial Registered Agent of the Corporation is MABEL KANE-BENJAMIN at 7451 High Lake Drive, Orlando, Florida 32818.

IN WITNESS WHEREOF, i, the undersigned subscribing incorporator, have hereunto set my hand and seal this 28<sup>th</sup> day of February, 1998, for the purpose of forming this Corporation not for Profit under the laws of the State of Florida.

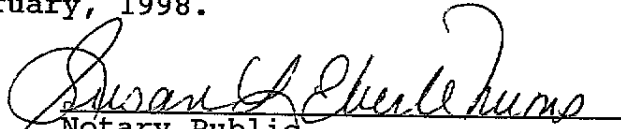
  
MABEL KANE-BENJAMIN

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **MABEL KANE-BENJAMIN**, X who is known to me or \_\_\_\_\_ who has produced \_\_\_\_\_ as identification, as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to these Articles of Incorporation, and who did/did not take an oath.

WITNESS my hand and official seal in the State and County named above this 28th day of February, 1998.

  
Notary Public  
My Commission Expires: 11/7/99



SUSAN L. EBERLE MIMS  
My Commission CC500867  
Expires Nov. 07, 1999



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In Compliance with Chapter 617, *Florida Statute*, the following is submitted:

K.B. GROUP HOMES, INC. with its place of business at 12528 Illinois Woods Lane, Orlando, Florida 32824 names as it's Registered Agent, MABLE KANE-BENJAMIN, whose residence is 7451 High Lake Drive, Orlando, Orange County, Florida 32818, and as registered agent she is designated to accept service of process within Florida.

DATE: 2/28/98

K.B. GROUP HOMES, INC.

By: Mabel Kane-Benjamin  
MABEL KANE-BENJAMIN  
President.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, MABEL KANE-BENJAMIN, do acknowledge that I have been appointed as the registered agent for K.B. GROUP HOMES, INC., and accept all responsibilities accorded such position.

Done this 28th day of February, 1998.

Mabel Kane-Benjamin  
MABEL KANE-BENJAMIN

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