

N98000002261



ACCOUNT NO. : 07210000032  
REFERENCE : 786136 4612066

AUTHORIZATION :  
COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1998  
ORDER TIME : 1:57 PM  
ORDER NO. : 786136-005  
CUSTOMER NO: 4612066

CUSTOMER: Michele C. Graves, Legal Asst  
GREENBERG, TRAUIG, HOFFMAN,  
LIPOFF, ROSEN & QUENTEL, P.A.  
515 East Las Olas Blvd.  
Ste. 1500  
Ft. Lauderdale, FL 33301

600002492886--7

DOMESTIC FILING

NAME: KNIGHT VISION FOUNDATION,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

624-  
W98-8714

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 AM 12: 28

98 APR 17 PM 3: 23  
DIVISION OF CORPORATIONS  
4/20/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 AM 12:28

April 20, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: KNIGHT VISION FOUNDATION, INC.  
Ref. Number: W98000008714

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for KNIGHT VISION FOUNDATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 498A00020999

RECEIVED  
98 APR 20 AM 11:19  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
KNIGHT VISION FOUNDATION, INC.  
(A Florida Not for Profit Corporation)**

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DIVISION OF CORPORATIONS  
98 APR 17 AM 12:28

**ARTICLE I**

The name of this Corporation is **KNIGHT VISION FOUNDATION, INC.** (hereinafter called the "Corporation").

The address of the principal office and the mailing address of the Corporation shall be: 515 East Las Olas Blvd., 15<sup>th</sup> Floor, Fort Lauderdale, Florida, 33301

**ARTICLE II**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE III**

The Corporation is organized as a "not for profit corporation" under Chapter 617 of the Florida Statutes, and is intended to be a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code").

**ARTICLE IV**

The purpose of the Corporation is to receive and administer money and property for charitable, religious, educational, and scientific purposes; and to establish, foster, maintain or support, through donations of money or property for charitable, religious, educational, and scientific purposes, organizations that qualify as exempt organizations under Section 501(c)(3) of the Code who particularly (i) specialize in children's disease research, (ii) providing scholarships for students studying in this area and pediatric clinical research, (iii) organizations which provide services and education in the area of animal protection for endangered species and protection against cruelty to animals and (iv) organizations which provide services and education in the area of conversation of marine natural resources.

The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2016(a)(2)(A) and 2522 of the Code.

#### ARTICLE V

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

#### ARTICLE VI

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

#### ARTICLE VII

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee, or officer of the Corporation, or to any 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 Article IV hereof.

(b) No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

(d) This Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

- i) Engage in any act of “self-dealing” as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);
- ii) Retain any “excess business holdings” as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);
- iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);
- iv) Make any “taxable expenditures” as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and
- v) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

#### **ARTICLE VIII**

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Trustees shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

#### **ARTICLE IX**

The Corporation shall have no members.

#### **ARTICLE X**

The name and address of the incorporator of the Corporation is Sheldon Polish, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

**ARTICLE XI**

The number of persons constituting the initial Board of Trustees shall be five (5). The number of members of the Board of Trustees may be increased or decreased as provided in the Bylaws, but in no event shall the number of Trustees be less than three (3) nor more than six (6). The names and addresses of the initial Board of Trustees are as follows:

Peter Kleinknecht  
960 Reef Road  
Vero Beach, Florida 32963

Maureen Kleinknecht  
960 Reef Road  
Vero Beach, Florida 32963

Gavin Kleinknecht  
960 Reef Road  
Vero Beach, Florida 32963

Sabrina Kleinknecht  
960 Reef Road  
Vero Beach, Florida 32963

Keir Kleinknecht  
960 Reef Road  
Vero Beach, Florida 32963

The Trustees of the corporation shall, at all times, be limited to individuals who shall be elected as provided in the Corporation's Bylaws.

**ARTICLE XII**

Bylaws shall be adopted, altered, amended or repealed by a majority of the Board of Trustees of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

**ARTICLE XIII**

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Sheldon Polish.

**ARTICLE XIV**

The affairs of the Corporation shall be managed by the President, Vice President Secretary and Treasurer and such other officers as may from time to time be created by the Bylaws. The names of the officers and the offices they shall hold until the first election hereinafter provided for shall be:

Maureen Kleinknecht  
960 Reef Road  
Vero Beach, Florida 32963

President and Treasurer

Peter Kleinknecht  
960 Reef Road  
Vero Beach, Florida 32963

Vice President and Secretary

The officers of this corporation, as provided by the Bylaws of the Corporation, shall be elected by the Board of Trustees of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Board of Trustees shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year.

**ARTICLE XV**

The annual meeting shall be held in accordance with the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of KNIGHT VISION FOUNDATION, INC. this 16 day of April, 1998.

*Sheldon Polish*

**SHELDON POLISH**

Incorporator

*Signed & sealed this 16<sup>th</sup> day of April, 1998.*

*Ruth Robbins*



**CONSENT OF REGISTERED AGENT  
OF  
KNIGHT VISION FOUNDATION, INC.**

FILED  
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DIVISION OF CORPORATIONS  
98 APR 17 AM 12:28

The undersigned, Sheldon Polish, whose business address is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of **KNIGHT VISION FOUNDATION, INC.**, a Florida corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.

*Sheldon Polish*

**SHELDON POLISH**  
Registered Agent

*Signed and sealed this 16<sup>th</sup> day of April, 1998.*

*Ruth B Robbins*



Ruth B. Robbins  
MY COMMISSION # CC637734 EXPIRES  
July 13, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.