

CARDILLO, KEITH & BONAQUIST

A Professional Association of Attorneys and Counselors at Law

Dedicated to Client Service

3550 East Tamiami Trail
Naples, Florida 34112-4905

(941) 774-2229 Phone

(941) 774-2494 Fax

ckblaw@naplesnet.com E-mail

John P. Cardillo

William D. Keith

Board Certified Civil Trial Lawyer
Board Certified Business Litigation Lawyer
Certified Civil Trial Advocate - NBTA

James A. Bonaquist, Jr.

Pieter G. Van Dien

Edward McBride

N990000001433

March 3, 1999

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Re: Ricky King Foundation, Inc.

500002799125--1

-03/09/99--01043--016

****157.50 *****78.75

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for Ricky King Foundation, Inc., an original and one copy of the Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent upon Whom Process May be Served, and a check in the amount of \$122.50 which represents the following fees:

Filing fee	\$70.00
Certified copy	\$52.50
Registered Agent fee	<u>\$35.00</u>
TOTAL	\$157.50

Please file the original of the enclosed Articles and return a certified copy of the Articles to the undersigned in the self-addressed, stamped envelope provided.

Thank you for your prompt attention to this matter.

Very truly yours,


John P. Cardillo

Dmc
3/9/99

78.75

overpayment
78.75

JPC:sma
Enclosures
cc/enc.:
04187C

Ricky King Foundation, Inc.

FILED
99 MAR -8 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RICKY KING FOUNDATION, INC.
ARTICLES OF INCORPORATION**

FILED

99 MAR -8 AM 9:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name, Principal Office and Mailing Address

The name of this corporation is **Ricky King Foundation, Inc.**

The principal office of this corporation is: 1109 Crayton Road, Naples, FL, 34103.

The mailing address of this corporation is the same.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education, human welfare and any other related or corresponding charitable purposes religiously affiliated or otherwise by the distribution of its funds for such purposes.

B. The Ricky King Foundation's specific purpose is to provide medical treatment and related services to children and adolescents whose parents or guardians cannot afford or otherwise provide said medical services.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operation foundations.

ARTICLE V

Membership Certificates

A. This corporation shall be authorized to issue one type membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, said certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all said members.

C. Except as otherwise prescribed by Florida law, each certificate shall entitle the holder thereof to one vote.

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be thirteen (13), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in the office. Annual meetings shall be held at 2:00 P.M. on the second Friday in February of each year at 1109 Crayton Road, Naples, FL 34103, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as

if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Donald L. Berry	Wentzel, Berry & Alvarez, P.A. 801 Laurel Oak Drive Sun Trust Building #303 Naples, FL 34108
Linda Cardillo	395 Ridge Drive Naples, FL 34108
Debbie Cook	4246 Cutlass Lane Naples, FL 34108
Honorable Cynthia A. Ellis	Circuit Court Judge 20th Judicial Circuit Charolette County Courthouse P. O. Box 1687 Punta Gorda, FL 33950
Nelson A. Faerber, Jr., Esq.	Faerber, Cliff & Perez-Benito 2335 Tamiami Trail N. Naples, FL 34103
Don Hunter	Collier County Sheriff's Office 3301 E. Tamiami Trail Naples, FL 34112
Kimberly Kushman	Private Client Execution Barnett Investments, Inc. 4501 Tamiami Trail N. Naples, FL 34103
Colleen Kvetko	Fifth Third Trust Co. & Savings Bk, FSB 4099 Tamiami Trail NO. P. O. Box 413021 Naples, FL 34108

Michael R.N. McDonnell, Esq.	1165 8th St. S. Naples, FL 34102
Honorable Daniel R. Monaco	Circuit Court Judge Collier County Courthouse 3301 East Tamiami Trail Naples, FL 34112
Mark J. Moskowitz, M.D.	Florida Cancer Specialist 1100 Goodlette Road Naples, FL 34102
Very Rev. Robert D. Tabbert, V.F.	St. Ann Catholic Church 407 Ninth Avenue S. Naples, FL 34102
Robert J. Williams	Williams Ford Sales, Inc. 9260 Montgomery Road Cincinnati, OH 45242
John McDougall	Lee County Sheriff's Office 14750 Six Mile Cypress Parkway Ft. Myers, FL 33912-4406
John A. Noland, Esq.	Henderson, Franklin, Stames & Holt, P.A. 1715 Jackson Street Ft. Myers, FL 33901

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Richard Weidenbruch	1109 Crayton Road Naples, FL 34103
Vice President: Nelson Faerber, Jr., Esq.	Faerber, Cliff & Perez-Benitoa 2335 Tamiami Trail No. Naples, FL 34103

Treasurer: Donald L. Berry

Wentzel, Berry & Alvarez, P.A.
801 Laurel Oak Drive
Sun Trust Building #303
Naples, FL 34108

Secretary: Linda Cardillo

395 Ridge Drive
Naples, FL 34108

Coordinator: Donna Fiala

4463 Lakewood Blvd.
Naples, FL 34112

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation 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 Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 of 1954 (or the corresponding provision of any future United States Internal Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

<u>Name</u>	<u>Address</u>
Richard Weidenbruch	1109 Crayton Road Naples, FL 34103

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocable dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be Cardillo, Keith & Bonaquist, 3550 East Tamiami Trail, Naples, FL 34112-4905 and the name of its registered agent at said address shall be John Cardillo.

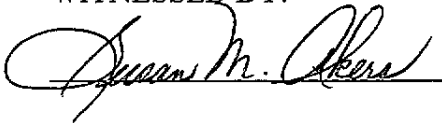
ARTICLE XIV


AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

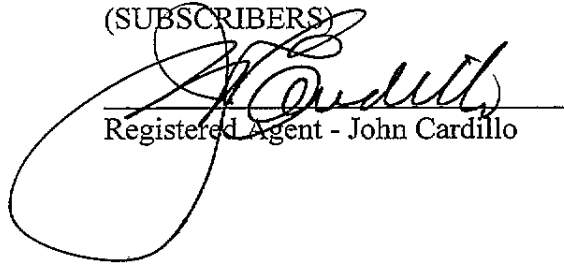
We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 2nd day of March, 1999.

WITNESSED BY:


Susan M. Akers


Subscriber - Richard Weidenbruch

(SUBSCRIBERS)


Registered Agent - John Cardillo

STATE OF FLORIDA,
COUNTY OF COLLIER,

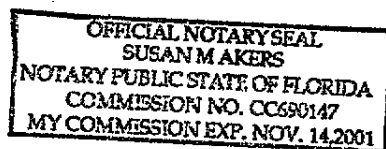
Before me, the undersigned Notary Public, personally appeared Richard Weidenbruch known to me to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

Subscribed and sworn to before me this 2nd day of March, 1999.


NOTARY PUBLIC

My Commission Expires:

(SEAL)

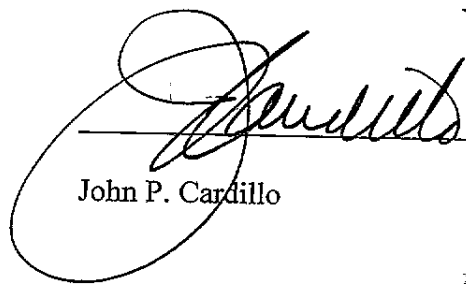


Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent upon Whom Process May Be Served

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent, in the State of Florida:

FIRST: That Ricky King Foundation, Inc. desiring to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at 1109 Crayton Road, Naples, County of Collier, State of Florida, has named John P. Cardillo, Esquire, Cardillo, Keith & Bonaquist, P.A., 3550 Tamiami Trail East, Naples, County of Collier, State of Florida, as its Registered Agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of Registered Agent.


John P. Cardillo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA