



THE UNITED STATES
CORPORATION
COMPANY

N99000002387

FILED
99 APR 13 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 203046 4300043

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizub

ORDER DATE : April 13, 1999

ORDER TIME : 12:48 PM

ORDER NO. : 203046-005

CUSTOMER NO: 4300043

CUSTOMER: Vito Piacente, Legal Asst
PROSKAUER ROSE LLP
PROSKAUER ROSE LLP
1585 Broadway
22nd Floor
New York, NY 10036-8299

700002837947--0

RECEIVED

99 APR 13 PM 4:40

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE KAWALER FAMILY FOUNDATION

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: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 4/13/99

~~299-580~~
PH 4/16/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 13, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: THE KAWALER FAMIILY FOUNDATION INC
Ref. Number: W99000008750

RESUBMIT
Please give original
submission date as file date.

We have received your document for THE KAWALER FAMIILY FOUNDATION INC and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 099A00018653

RECEIVED
99 APR 15 PM 3:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
THE KAWALER FAMILY FOUNDATION INC

FILED
99 APR 13 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Section 617.0202 of the Florida Not for Profit Corporation Act, hereby certifies:

I. NAME. The name of Corporation is **THE KAWALER FAMILY FOUNDATION INC** (hereinafter referred to as "the Corporation").

II. CLASSIFICATION. The Corporation is a corporation as defined in paragraphs (4) and (5) of Section 617.01401 of the Not for Profit Corporation Act, in that it is not formed for pecuniary profit or financial gain and no part of the assets, income or profit of the corporation is distributable to, or enures to the benefit of the members, directors or officers or any private person except to the extent permissible under the Not for Profit Corporation Act.

III. PURPOSES AND POWERS. The purposes for which the Corporation is formed are exclusively charitable and are to apply the corporation's assets and income derived therefrom exclusively for charitable, scientific, literary, educational or religious activities as those terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). To achieve these purposes the Corporation intends:

A. To accept, hold, invest, re-invest and administer any property and rights of any sort, including but not limited to gifts, bequests, devises, benefits or trusts (but not to act as trustee of any trust), without limitations as to amount or value, and to use, disburse or donate the income or principal thereof, or any part thereof, for exclusively charitable, scientific, literary, educational or religious purposes.

B. To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations; provided that such other organizations shall be organized and operated exclusively for charitable, religious, literary, scientific or educational purposes; transfers of property to such other organizations shall, to the extent then permitted under the statutes of the United States, be exempt from gift, succession, inheritance, estate or death taxes, by whatever name called, imposed by the United States; and such other organizations shall, to the extent then permitted under the statutes of the United States, be exempt from income taxes imposed by the United States.

C. To exercise its rights, powers and privileges, to hold meetings of its Boards of Directors, to have one or more officers and to keep its books and records in any part of the United States.

D. To do any and all lawful acts and things, alone or in cooperation with other persons and organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any of the foregoing purposes.

Without limiting the generality of the foregoing, one of the principal purposes of this corporation shall be the fostering of educational opportunities for needy youth through the making of grants to educational institutions to be selected by the Directors from time to time, for the establishment of student grants and scholarships, under such standards as may be adopted by such educational institutions or through selection by the Directors on an objective and non-discriminatory basis pursuant to a procedure which, if required, shall be approved in advance by the Internal Revenue Service.

Subject to the limitations prescribed by statute and in furtherance of its corporate purposes, the Corporation shall have the following powers, which shall not be deemed to be exclusive of any other powers provided by law:

1. For the purposes mentioned in this Article 3; to control, manage and, subject to the provisions of the Not for Profit Corporation Act, sell and exchange property and rights of any sort; to invest and re-invest the proceeds therefrom, and to collect and receive the income and profits therefrom.
2. To expend, contribute, disburse, and otherwise dispose of its money, income and other property for the purposes set forth in this Article 3.
3. To do any other act or thing incidental to or connected with the aforesaid purposes or in advancement thereof, both as a separate organization and in cooperation with other tax-exempt national, state and local organizations, but not for

the pecuniary profit or financial gain of its members, directors, or officers or any other individual except as permitted under the Not for Profit Corporation Act.

IV. RESTRICTIONS.

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code) and the Corporation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office, or carry on any other activity not permitted to be carried on by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as now in effect or hereafter amended or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as now in effect or hereafter amended.

C. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject the Corporation to

tax under Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws; and the Corporation shall not (1) engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax laws; (2) retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws; (3) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws; or (4) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

D. Notwithstanding any other provision of this certificate, the Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws.

V. DISSOLUTION. 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 set forth in Article III hereof (including distributing them to such organization or organizations organized and operated exclusively for the purposes set forth in Article III hereof as shall, at the time, qualify as an organization or organizations exempt from Federal income taxation under Section 501(c)(3) of the Code).

VI. PRINCIPAL OFFICE. The office of the Corporation is to be located in the County of Monroe, State of Florida. The address is: 1901 So. Roosevelt Ave., Apt 308E, Key West, FL 33040.


VII. NAMES OF DIRECTORS. The names and addresses of the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JUSTIN KAWALER	1901 So. Roosevelt Ave. Apt 308E Key West, FL 33040
FOSTER E. KAWALER	9323 Wiscassette Drive Shreveport, LA 71115
STEVEN KAWALER	2121 Hughes Street Ames, IA 50014

VIII. NUMBER OF DIRECTORS. The number of directors of the Corporation shall not be less than three (3) persons. The number of directors may be increased or diminished from time to time in the manner specified in the By-Laws of the Corporation, but shall not be reduced to less than three (3). The manner and method of election of directors shall be specified in the By-Laws of the Corporation.

Any notice to or demand on the Corporation shall be made to the registered agent of the Corporation at the registered office of the Corporation.

IN WITNESS WHEREOF, the undersigned, the sole incorporator and registered agent of the corporation, hereunto sign my name this 29 day of ~~March~~, 1999, and affirm that the statements made herein are true under penalties of perjury.

 March 29, 1999
JUSTIN KAWALER - INCORPORATOR
1901 So. Roosevelt Ave.
Apt 308E
Key West, FL 33040

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE 99**

FILED

APR 13 AM 9:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, 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 KAWALER FAMILY FOUNDATION INC.
2. The name and address of the registered agent and office is:

Justin Kawaler
1901 So. Roosevelt Ave.
Apt 308E
Key West, Florida 33040

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JUSTIN KAWALER

Date: 3-29, 1999